DEAD MAN'S QUEST: FREEPORT ADVENTURE BY GRAEME DAVIS

OFFICIAL DUNGEONS & DRAGONS ADVENTURES

Dungeon

ISSUE #107 • FEBRUARY 2004

Greyhawk's Black Mage EVARD Unveiled!

Test of the Smoking Eye
The Adventure Path Continues

Mellorn Hospitality
Them Elves Ain't Right

Who You Gonna Call?
Monster Hunting the Department-7 Way

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RPGA NETWORK

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Take advantage of the rpga's Player Rewards program by scoring points with the adventures from this issue of Dungeon Magazine! Each adventure is worth 2 D&D Player Rewards points, and remains active until 3/31/04. Drop by www.rpga.com for more details, and use the following adventure codes:

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POLYHEDRON: *"Arrr! When you be done swabbin' the decks, head you to the secret warehouse 'o the Cult o' the Unspeakable One and scratch behind the ears 'o my pet quasit, Turgle." Cover art by Aaron St. Goddard.*

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Ditching the "Campaign"

If you're anything like me, you've got numerous shelves filled to bursting with D&D and d20 products. And if you're anything like me, those books share more than just a common set of rules. Way, way, way, way more than half of my gaming books have never been used in an actual game.

Sure, I've read most of them, and have even jotted down some notes in the margins with suggestions about how I might be able to use this or that prestige class, this map, or that amazing feat. But more often than not, no matter how good the game product seems in and of itself, I end up shoving it back with its unloved brethren, muttering something about how this or that feature "just won't fit in my campaign."

Hey, it's no secret that I love the WORLD OF GREYHAWK campaign setting. Most of my D&D gaming since the very earliest days has taken place in Greyhawk, and whenever I start a new campaign, I'm pretty much duty-bound to set it somewhere in the Flanaess. I love so many of Greyhawk's trappings that even if I created my own world, it would look an awful lot like the WORLD OF GREYHAWK. Numerous, often contentious human subraces? Yep. Wretched supernatural villains lurking in deep dungeons of their own design? Check. An emphasis on grit and shades of gray over NPC storytelling and "good vs. evil" fabulism? Absolutely.

But when considering whether or not to use the books on my shelves, my favorite campaign setting more often can be seen as a list of things that *won't* fit, rather than an invitation to try something new.

I love Gary Gygax's adventure design. He wrote most of the D&D adventures I consider all-time classics, and I like to pull one of the oldies out of mothballs every few years to spring it on younger gamers who never had the chance to experience it for the first time. So when Necromancer Games released *Gary Gygax's Necropolis* last year, I was eager to start up another Greyhawk campaign using the new module as a starting point. The only problem was, *Necropolis* was set in a giant tomb in an Egyptian-style desert. The WORLD OF GREYHAWK, for all it offers, doesn't really have a place for that kind of adventure. I dejectedly slid *Necropolis* back onto the shelf, again regretting that it "just wouldn't fit my campaign."

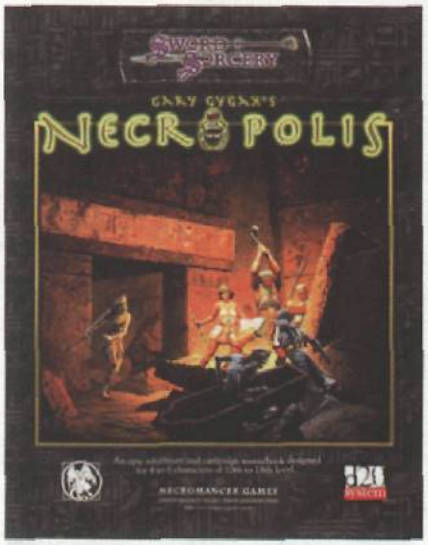
It's that kind of thinking that keeps us from using 80% of the gaming books we buy. It's our assumption that every time we play we've got to be contributing to an endless, ongoing campaign that limits us from getting the full potential out of our stuff, leaving great gaming ideas, great adventures, languishing on the shelf when they could be offering us hours of enjoyment.

I've launched more than a dozen "long term" campaigns in my time, and not a single one of them is going on right now. Many of them lasted no longer than a handful of sessions, about the same amount of time I could have run a team through Gygax's Egyptian tomb.

Which I intend to do very soon, long-term campaigns be damned.

ERIK

Erik Mona
polyhedron@paizo.com



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Shock and Awe

I would like to take a moment to compliment your magazine. I enjoy the articles, pictures, stories, comedy, and so forth. I purchase your magazine every chance I get. I get lucky to find it, sometimes, considering that our base/camp has a limited magazine selection. I got a few soldiers that feel the same way I do around here. Keep up the great work you are doing. Your magazines keep our spirits up around this desert.

I do have one question or favor we would like to request. Do you have a catalogue that features *Dungeon* merchandise? I'm interested in purchasing miniatures. I've got a few soldiers in my unit who are interested in a long-term game of D&D. Our resources here are limited, however, so we must resort to mail order. The word around here is that

From a hand-written note on the back of Sgt. Elenes's photograph: "You might find this picture interesting. These tanks in the background are the ones Saddam used to invade Kuwait in 1990–1991. The tanks were put out of commission by the US (he, he) and were captured. Now they just sit here in Kuwait rusting. Enjoy the historical picture!" We sure did! If you're a Dungeon reader stuck out in the desert, send us a picture featuring yourself in uniform holding a copy of our magazine and we'll happily run it here in Prison Mail.

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we will be here until May or April 2004 (we arrived in Kuwait last April), but with a little *Dungeon* here and a little D&D there, time will fly by.

I enclosed some newspapers for your reading pleasure. This way you will know what is going on in this side of the world. Enjoy the papers and best wishes from the world's largest litter box!

Sgt. Elenes
Camp Spearhead, Kuwait

Thanks a million for the newspapers, Sergeant! And thanks again to all of our brave servicemen who have taken the time to write us from deployment in the Persian Gulf region. It's a strange time over there and over here, and we're proud that our work in the pages of Dungeon *has provided a little fun and comfort on the other side of the world.*

With the new D&D Miniatures game, it'll be easier than ever to get decent minis you won't have to paint, and that will stand up to rough treatment in the desert. Seriously. You can step on these things without breaking them. They should be available for mail order through normal channels at your base, but if not, here's a reputable merchant who ought to be able to set you up with ordering information: Noble Knight Games c/o Aaron Leeder/2219 Green Valley Dr./Janesville, WI 53546.

Bad Guys Killed? Yes/No

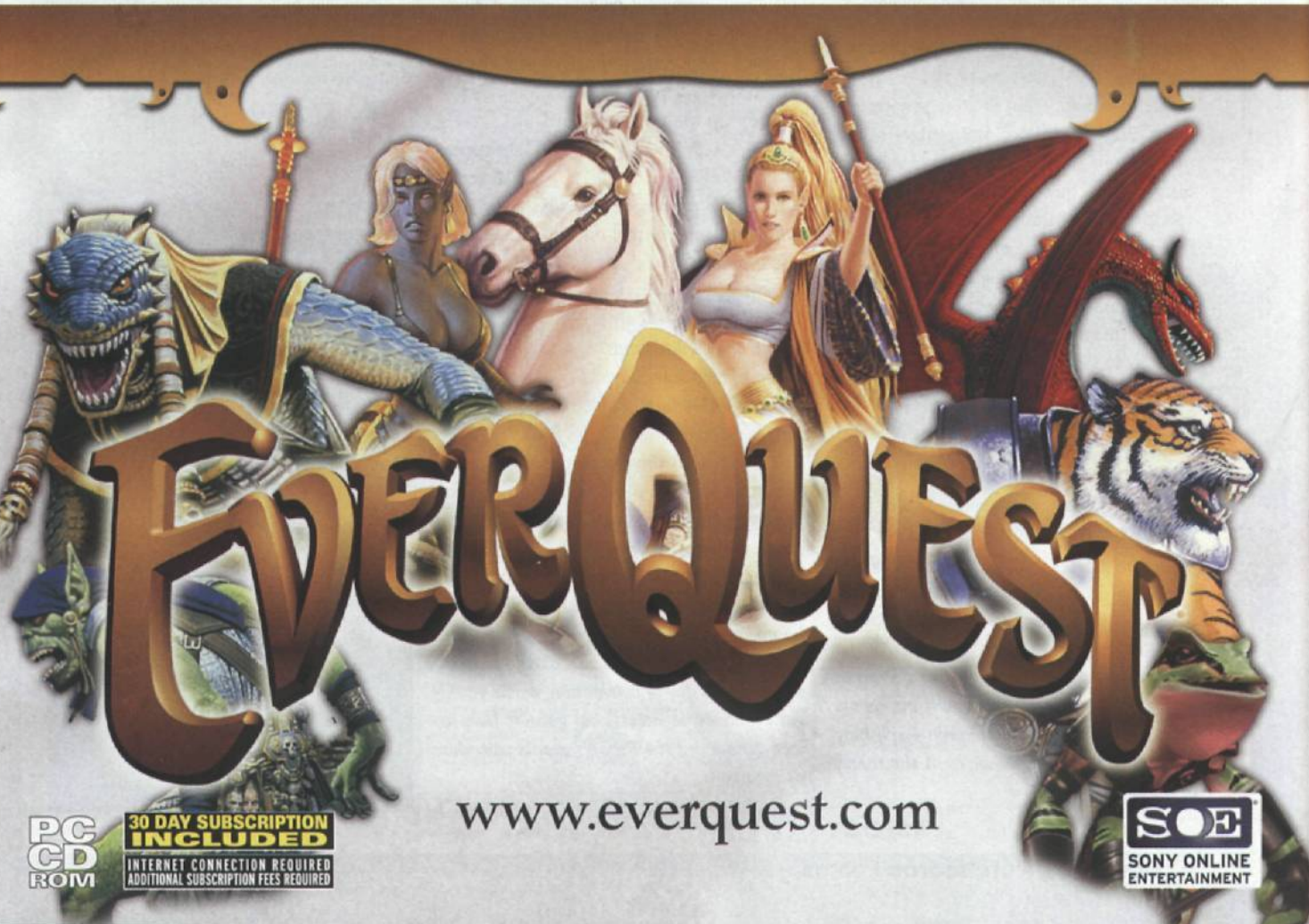
A few years ago I hung up my dice bag to go on some adventures of my own. I gained a lot of life experience and lost a couple hit points (motor bike accident, rock climbing fall, and some rare Southeast Asian dysentery). But I'm back now, and I've still got D&D on the brain. So when I found my brother's back issues of *Dungeon*, I read through them like I was meeting up with an old friend.

There have been quite a few changes that I'd like to comment on. First off, I've noticed that the new editors have included more "extras," as it's a rare issue that does not contain a poster-sized handout, a Critical Threat, or a Map of Mystery. This is awesome!

I rarely use *Dungeon* adventures as they appear in the magazine, but instead cannibalize them for ideas, maps, NPCs, or anything else that catches my eye. I love extras for this reason—they can be easily salvaged and installed into an ongoing campaign. I especially like Maps of Mystery and would not be opposed to seeing two or three per issue (as long as the current level of quality can be maintained). Kudos to Christopher West for his Red Dragon's Lair map in issue #102. I replaced the magma lake with a steam lake, and stuffed the cave with a tribe of horticulturally-advanced kobolds. The lair's broken geography allowed the kobolds to attack my PCs from a distance with poisoned arrows and hallucinogenic pollen spores. It was great. My players have never had such a good time getting trounced.

In fact I'd like to thank all the cartographers. The overall quality of *Dungeon*'s maps has skyrocketed in the past few years!

So, yes, extras are good, but they're no substitute for a solid adventure with a dynamic and believable plot. For this reason, I really enjoyed Nicolas Logue's "Cry Wolf" (also in issue #102). I felt it was a lean, story-driven adventure that broke the "monster-monster-trap-monster-boss" pattern to which many *Dungeon* adven-



tures fall victim. Although my PCs should be 4th-level or higher by the time they finish with the kobolds, I hope to bring "Cry Wolf" to them in some form or another. I also enjoyed the content of "The Stink" (issue #105), despite the somewhat linear layout of the sewers (the only thing more ho-hum than a symmetrical dungeon is a linear dungeon). I'm going add a few more rooms and tunnels, and my PCs should have a ball with this one.

High-level, low-level, short or long...doesn't really matter to me. I just like adventures with multiple resolutions (beyond just "Bad guys killed? Yes/No"), and a variety of ways to reach those resolutions. An adventure with a lot of Development sections is a joy to read, if not play. Thanks for hearing me out and keep up the good work.

Kevin Carter
Via Email

Saving Private Warduke

I really enjoyed issue #105 of *Dungeon*. Warduke is amazingly evil. I look forward to unleashing him on my players.

I was not as impressed with "Deathnet." For whatever reason, it just didn't get the creative fires going...not like "V for Victory" [*Dungeon* #97]. I know this is ancient history, but is there any chance Chris Pramas will pen some more of this Mini-Game? It immediately had me running off to buy new lead figures and spend hours building adventures for my players. So far, we've managed to meld "V for Victory" with [AEG's] *Spycraft* to make a pretty exciting WWII experience. I hope to see more of it in the future. Even though I don't use everything I see in *Dungeon*/*Polyhedron*, I really like the combined magazine format.

Keep up the good work. I was a subscriber to the very first six issues of *Dungeon*, and then came back two years ago. I haven't been disappointed yet.

Paul Wolfe
Freelance Robot/Etc.
Via Email

We'll be happy to print another "V for Victory" article as soon as Chris Pramas decides to write one and send it in. He's a little busy running Green Ronin Publishing these days, however, so we're at the mercy of his schedule.

See Page 78

After a 20-year hiatus from roleplaying games, I recently began DMing a 3rd Edition D&D game for my kids. Yes, that's right, I bought all the 3rd Edition books about six months before 3.5 came out. Ouch! Despite this misfortune, I have very much enjoyed the creativity and interactive storytelling inherent in any version of D&D. Now I want to play with other adults. How about a bulletin board or similar tool to find gamers on your Web site? It would promote the game and your publications. I'm not really interested in online games—I'd rather play in person, face to face.

Are any companies reissuing older campaign settings in the 3rd Edition format? How about "The City State of the Invincible Overlord" or "Teagle Manor?" These were fun and practically inexhaustible. It seems I have a lot less time to develop original adventures now than as a teenager/young adult, so any DM aides are welcome. *Dungeon* and *Dragon* have helped immensely! As well as being an enjoyable read, they have given me many ideas for adventures.

By the way, subscriber-only sections have generally just pissed me off. I try to support local gamer shops and wish you would treat all your readers equally.

Keep up the great content!

Craig Culpepper
California

Just in case anyone missed the memo, the subscriber-only concept died as of Dungeon *#102, and won't be reappearing while the current staff has anything to say about it.*

Necromancer Games has decided to revisit the Wilderlands campaign setting, home of the legendary "City State of the Invincible Overlord" originally published by Judges Guild. We review the first product in the new line in the Polyhedron *section of this magazine. It's a mixed bag, but fans of the original material will find a lot to love about the new treatment.*

A good place to find gamers in your area is the Gamers Seeking Gamers messageboard on the d20 System fan supersite enworld.org. You might also attend a local RPGA game day or convention, where you'll get a chance to meet local gamers face to face. Check out the RPGA's events calendar at rpga.com.

Seven Deadly Adventures

I think it was a really good idea to integrate *Polyhedron* with *Dungeon*. I've only recently started picking up *Dungeon* since *Poly* appeared in it, mainly for the *Polyhedron* articles ("The Kage," "Iron Lords of Jupiter") and additional source material.

I do have one question. A friend of mine ran "Gluttony" from the "Seven Deadly Sins" series for his family during a family reunion, and he said it was really cool. My response was typically noncommittal: "So run it for us, dude!"

I know I've got "Gluttony" as well as "Lust," and I was wondering how many of the sins have been published, where I can find the ones that have been published, and when the rest will be published.

Thanks for your time, keep up the good work!

John Kraemer
Austin, Texas

Author J. Bradley Schell has been ticking off the sins since back in 2001. We've already published "Rage" (#89), "Sloth" (#91), "Vanity" (#93), "Lust" (#95), and "Gluttony" (#98). We look forward to receiving adventures based on the two remaining sins (envy and greed, by our reckoning) in the near future.

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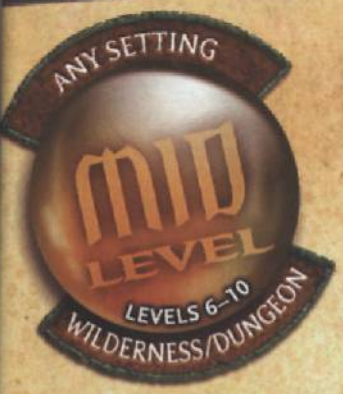


MELLORN HOSPITALITY

BY RUSSELL BROWN

ARTWORK BY ANDREW HOU & ARNOLD TSANG

CARTOGRAPHY BY ROBERT LAZZARETTI

"Mellorn Hospitality" is a D&D adventure designed for four 7th-level characters. The DM can modify the adventure for lower- or higher-level characters by adjusting the encounters as described in the "Scaling the Adventure" sidebar. The adventure begins when the PCs escort an old merchant to an annual trading fair held deep inside an old forest. If you incorperate "Mellorn Hospitality" into an ongoing campaign, feel free to make whatever changes are necessary to the adventuer so that it fits more naturally into your game world.

ADVENTURE BACKGROUND

Centuries ago, in an underground temple to the yugoloth lord Anthraxus the Decayed that was already ancient at the time, a powerful wizard named Kval spent his life studying the planes and portal magic. Depressed and distraught at his obsession with his studies, Kval's lover Liurella committed suicide and passed over to the Gray Waste of Hades, from whence her soul refused to be *resurrected*. Enraged with grief, Kval realized that he had lost his true love and determined to travel to Hades himself. Over the next several days after her death, he worked furiously to build a portal to Hades. On the seventh day, the portal was complete. Kval took his gear and entered the portal intent on finding Liurella and dragging her soul back to the realm of the living by hand, if necessary. Kval was never heard from again, but the portal he created still exists. It is keyed to the short period of time between Liurella's suicide and Kval's subsequent use of the portal; it is thus only active once every seven years and remains open for seven days.

Over the centuries, the temple fell into ruins and the Hades side of the portal was discovered by a night hag named Malifustal. She now uses this portal to visit the Material Plane once every seven years to collect prisoners for torture and barter. Each time she visits, she also augments the numbers of her vargouille swarms with other captured prisoners.

At first, Malifustal hunted only the grimlocks that lurked in the caves around the temple, but soon she discovered Mellorell, an elven settlement in the forests above. The elves became her favored prey, and the grimlocks became her slaves and worshipers. Every seven years when the portal opens, the grimlocks are ready at the temple to sacrifice one of their own to Malifustal as she emerges. During the seven days the portal remains open, she sends grimlocks and her vargouilles to the surface to collect victims while she stalks the woods for choice victims to visit in nightmares.

The elves of Mellorell did not passively accept their fate. They sent parties of skilled warriors into the tunnels to find the source of the recurring evil. Although these warbands eventually found the ruined temple and killed many of the grimlocks, they found no sign of the night hag or her other minions. Mellorn warbands sent into the caverns during the hauntings were never heard from again.

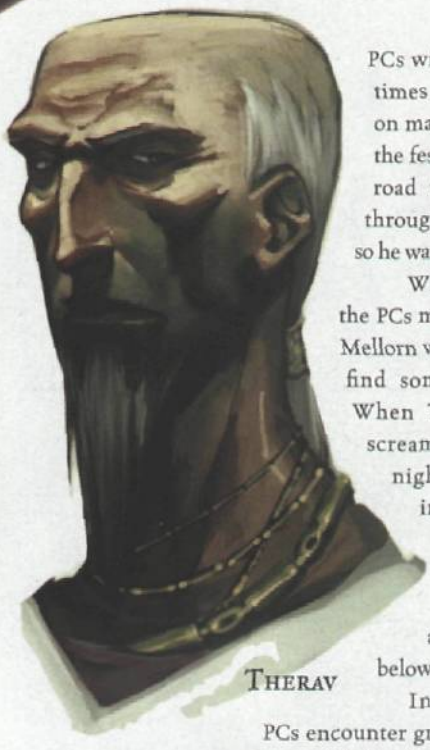
Eventually, the Mellorn came to believe that they would never be able to find and destroy the night hag. Instead, they charted the upper caverns extensively and then sealed all of the entrances with multiple *walls of stone*, marking each former entrance with a monolith to warn future generations of the dangers below. Unfortunately, this proved little hindrance to Malifustal and her powerful grimlock servants, since Malifustal can use *etherealness* to bring herself and her minions through physical barriers.

Realizing that they could not stop Malifustal's terrible attacks, a young wood elf named Aeleth came up with a desperate way to save her people. By hosting a large trading fair during the seven days of the night hag's traditional hunt, Malifustal would have access to hundreds of unsuspecting victims. Few of the Mellorn, if any, would be taken. Malifustal appreciated the increase in selection greatly, and on her next visit after the first Festival of Life she promised Aeleth in person one night that as long as the elves kept the arrangement secret, she would never take from the Mellorn.

So the Mellorn Festival of Life was born. For seven days out of the year the Mellorn open their borders to outsiders, provide food and drink in a large clearing in the center of their forest lands, and take no taxes from merchants. Today the Festival of Life has a reputation as an excellent opportunity for merchants to make money as well as a prime location for others to purchase rare and exotic goods at excellent prices. Mellorell can be a dangerous place to get to, however, so many merchants hire additional guards for the journey.

ADVENTURE SUMMARY

The PCs are hired to escort a merchant named Therav to the Festival of Life. He has been there many times before, and can entice the



Therav

PCs with stories of great times and amazing deals on magic items. He feels the festival is safe, but the road to Mellorell runs through dangerous lands, so he wants an escort.

While at the festival, the PCs meet the mysterious Mellorn wood elves and may find some items to buy. When Therav wakes up screaming during the night and disappears into the woods, his trail leads the PCs to the night hag's servants and the caverns below the Mellorn lands. In the caverns, the PCs encounter grimlocks and other creatures, while in the ruined Temple of Anthraxus they must face vargouilles and Malifustal herself if they wish to rescue Therav and the other prisoners the night hag has collected. The PCs discover the portal used by Malifustal and should have a chance to permanently deactivate it.

BEGINNING THE ADVENTURE

This adventure assumes that the PCs first meet Therav on an open road, but the following scene can be adjusted to occur in a city or town if necessary; Therav is quite the traveler and he can conceivably be encountered almost anywhere.

Therav greets the PCs and asks if they have ever heard of the Mellorn Festival of Life. Regardless of their answer, he goes on to tell them about it.

> "Oh, the Festival of Life is the most wondrous of fairs, to be sure. The food and drink are delicious and free for the taking, and the Mellorn don't charge taxes from any of the merchants, which means the merchants can charge the customer less, you see. The deals are immensely satisfying for both the buyer and the seller.
>
> "And the setting of this annual event imbues it with even more wonder. The fair is held in the center of the Mellorn Forest, in a large clearing surrounded by golden leaves. How wonderful it is to make such lucrative trades in a setting such as that, with regal Mellorn guards looking on from the edges of the woods.
>
> "I would like you to come with me. It is only a short journey from here. Although I know that you'll find the trip itself worthwhile once we're there, I am ready to offer you these four emeralds if you agree to escort me safely to the fair and offer some protection while I'm there."

The gems Therav holds in the palm of his hand are indeed emeralds, each worth 200 gp. Therav has been to the last four festivals, and each time he has hired guards. If asked, he admits that his band was attacked by monstrous spiders on all four of his previous trips, and last year they were even attacked by a manticore. He's just as quick to point out that none of his guards have ever died, and all of them had a great time at the fair itself.

Creature: Therav is a thin old human with a long, thin, gray beard. He clothes himself in colorful purple and yellow robes and wears bracelets, rings, and necklaces with abandon. Therav is a glass merchant, and spends a good deal of his profits on clothes and accessories. His cart is filled with fine glasswork, including magnifying devices, potion vials, and intricate glass sculptures.

Therav, Male Human Exp5: CR 4; Medium humanoid (human); HD 5d6–5; hp 15; Init +1; Spd 30 ft.; AC 15, touch 11, flat-footed 14; Base Atk +3; Grp +3; Atk/Full Atk +3 melee (1d8, morningstar) or +5 ranged (1d8/19–20, masterwork light crossbow); SA —; SQ— ; AL CG; SV Fort +0, Ref +2, Will +5; Str 10, Dex 12, Con 9, Int 11, Wis 12, Cha 13.

Skills: Appraise +8, Bluff +9, Diplomacy +9, Disguise +1 (+3 acting), Forgery +8, Gather Information +9, Intimidate +3, Listen +3, Profession (merchant) +9, Sense Motive +9, Spot +3.

Feats: Alertness, Point Blank Shot, Precise Shot.

Languages: Common, Elven.

Possessions: Chain shirt, masterwork light crossbow, morningstar, noble's outfit, amber necklace (200 gp), 420 gp, 200 sp, assorted glassware and other items carefully packed in his cart worth a total of 4,000 gp.

THE ROAD TO MELLORELL

A well-kept trail, easily wide enough for Therav's cart, winds through the ancient forest of age-stained cedars and twisted hemlocks. The forest floor is a maze of mossy roots, stumps, and rotting deadwood. The smell of decay and new growth hangs heavy in the air.

Yet despite the forest's obvious age and antiquity, the trail itself is clean and shows signs of heavy recent traffic.

This trail through the Mellorn Forest is maintained by the elves to aid travelers to the Fair of Life. Unfortunately, every seven years when the portal to Hades opens and the grimlocks force the spiders out of the surrounding tunnels, the arachnids become a major problem for travelers in the forest. As the PCs approach Mellorell, they have at least one encounter with spiders, along with another creature that has been forced out of its normal hunting grounds by the same.

If the PCs insist on traveling off road through the forest, they find that the deeper they get into the woods, the more numerous and aggressive the spiders become; 40% of any wandering monster encounters in the forest are with monstrous spiders.

The Mellorn Forest is a dense forest. See page 87 of the *Dungeon Master's Guide* for more details on forest terrain and a sample temperate forest encounter table.

F1. SPIDERS (EL 6)

Malifustal has little love of spiders. After she subjugated the grimlocks, she commanded them to keep the caverns clear of the monstrous spiders that lurk therein so her vargouilles won't fly into their webs and so she won't have to endure their proximity. Of course, being grimlocks, they do nothing until shortly before the portal opens, at which time they frantically drive all the spiders onto the surface with a combination of fire and special spider repellent brewed by their alchemists.

A character that makes a successful Spot check (DC 20) at this point on the trail catches sight of an exquisitely crafted bow partially buried under fallen leaves at the side of the road. This bow was dropped by a Mellorn guard named Gahrlef recently when he was attacked and poisoned by the **Creatures**. A successful Survival check (DC 8) allows a character to note signs of a scuffle on the roadside.

Creatures: A group of monstrous spiders have recently settled here along the trail. They have noticed the flow of travelers, but have not had time to cast their webs over the roadway.

Large Monstrous Spiders (4): 22 hp; *Monster Manual* 289.

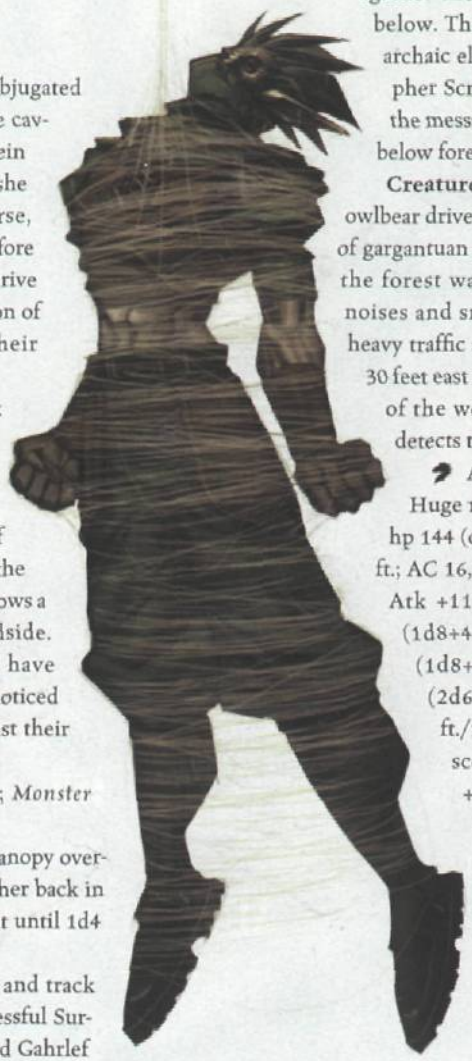
Tactics: Two of the spiders lurk in the forest canopy overhanging the road. The remaining spiders are farther back in the woods with Gahrlef, and do not join the fight until 1d4 rounds after combat begins.

Development: If the PCs defeat the spiders and track them a hundred feet into the woods with a successful Survival check (DC 8), they find a Mellorn elf named Gahrlef wrapped up in spiderwebs and hanging low in a nearby tree. He is alive but at 0 Strength from spider poisoning, and if the PCs cut him free, he is very grateful. Gahrlef himself wears intricately decorated leather armor over a simple green and brown shirt and pants. The bottom half of his face is wrapped in a heavy cloth scarf so that neither his nose nor mouth is exposed. Gahrlef's statistics are the same as for the average Mellorn guard. These statistics, as well as notes on roleplaying the Mellorn in general, appear on page 20-21.

F2. OBELISK (EL 7)

A clearing on the northern side of the trail is dominated by a roughly-cut, pointed, gray stone obelisk. The 8-foot-high stone is engraved with strange, curving symbols, and is about two feet across at the base.

This is one of the many obelisks erected ages ago by the Mellorn in a desperate attempt to warn against the entrances to the caverns below. The writing on the stone is in archaic elven script; a successful Decipher Script check (DC 20) translates the message as, "May those that spawn below forever remain below."



Creature: An ancient and enormous owlbear driven out of its territory by a pair of gargantuan monstrous spiders deeper in the forest was attracted by the curious noises and smells carried by the recent heavy traffic along this road. It now lurks 30 feet east of the obelisk, and lunges out of the woods to attack as soon as it detects the PCs.

Ancient Owlbear: CR 7; Huge magical beast; HD 11d10+77; hp 144 (currently 91); Init +0; Spd 30 ft.; AC 16, touch 8, flat-footed 16; Base Atk +11; Grp +23; Atk +14 melee (1d8+4, claw); Full Atk +14 melee (1d8+4, 2 claws) and +8 melee (2d6+2, bite); Space/Reach 15 ft./10 ft.; SA improved grab; SQ scent; AL N; SV Fort +14, Ref +7, Will +6; Str 29 (currently 18 from spider venom), Dex 10, Con 25, Int 2, Wis 12, Cha 10.

Skills: Listen +10, Spot +10.

Feats: Alertness, Iron Will, Track, Weapon Focus (claw).

Development: If the owlbear is slain, a successful Heal check (DC 15) made while examining the creature's body allows the character to realize that the owlbear had been poisoned by some large creature. A successful Knowledge (nature) check (DC 20) identifies the source of the poison; a particularly large spider.

If Gahrlef is with the PCs, he can confirm that spiders have always been active in the forest. If his current attitude is friendly or better, he relates that there are stories that drow haunt the underground in the region, and the spiders are overflow from their armies. Gahrlef is quick to state he doesn't believe these tales; the drow don't normally dwell so close to the surface.

Ad-Hoc Experience Award: Award 75% the normal experience points for defeating this poisoned and wounded owlbear.

F3. KAYRIS (EL 10)

After the PCs get a mile or so beyond the obelisk, they come upon a simply dressed female traveler as she emerges from the

Kayris

woods a few hundred feet up the road. She notices the PCs and stops to greet them.

> "Greetings, fellow fairgoers. My name is Kayris, apprentice to master smith Shoban. I go to meet him at the fair, and I believe we will be safer and better entertained if we travel together."

Creatures: Kayris is actually the night hag Malifustal disguised via her *polymorph* spell-like ability. She's been lurking in the woods nearby for the majority of the day, watching travelers approach the Fair for any chaotic or evil individuals to later dream haunt. She intends to travel with the PCs for a few minutes to get to know them so she can make them victims of her dream haunting. "Kayris" pretends it is her first time at the fair and she knows little about the area.

The PCs can avoid this encounter entirely if they are particularly stealthy in their approach to Mellorell, of course, but keep in mind that Therav himself has neither the resources or the desire to sneak about.

"Kayris" (Malifustal): See area **T12**, except Str 10, Dex 10, Con 10, Atk +8 melee (1d3, unarmed strike).

Development: Malifustal walks with the PCs for only six minutes or so, then waits for a time when none of the PCs are looking, possibly creating a distraction herself with a Bluff check. She immediately uses *polymorph* to assume the form of a horsefly and escapes into the woods. As soon as she's out of sight, she assumes her normal form, becomes ethereal, and returns to the caverns below to plot the night's entertainment.

Malifustal's Kayris appearance is quite convincing, but a successful Spot check opposed by her Disguise check (she currently has a total bonus of +27 to Disguise) allows a viewer to realize something is amiss. If she is discovered or threatened, Malifustal is impressed. She marks which characters figured her out, winks at the one with the highest Charisma, and then tries to escape as detailed above. If hard pressed, she assumes her true form and becomes ethereal to escape; she is loath to reveal her true nature this early in the hunt, though, and this tactic should be one of last resort.

If Gahrlef is with the PCs, he doesn't become suspicious of "Kayris" until she escapes or one of the PCs sees through her disguise. At this point, he becomes very grim and close-mouthed; he doesn't know the full truth of what lurks in the caverns below, but he does know that this time of year is when the evil below comes to the surface. He is bound by oath to keep this information secret from outsiders. If the PCs press him for details, he simply says that perhaps the stories about drow lurking in the caverns below aren't so far-fetched after all. If Malifustal was forced to reveal her true form, Gahrlef feigns ignorance; but he reports the incident to his superiors as soon as possible.

ANTHRAXUS THE DECAYED

Until relatively recently, Anthraxus the Decayed held the title Oinoloth, supreme daemon of the Gray Waste. From his throne atop Khin-Oin, the Wasting Tower of Hades, the ram-headed Anthraxus looked imperiously upon legions of yugoloths eager to spread evil and disease in his unspeakable name. The Material Plane figured heavily in the machinations of Anthraxus, and cults dedicated to his veneration sprung up in forlorn forests, fetid swamps, and disease-choked cities throughout the world. During the reign of Anthraxus, many of the Oinoloth's cultists used portals to venture to Oinos, first layer of Hades, flocking to their master's debased banner. So did the Mellorn Temple of Anthraxus fall empty.

For centuries, Anthraxus spread his foul message of hopelessness and betrayal throughout the known planes. One of his most capable agents, an ultroloth named Mydianchlarus, took his master's advice to heart, somehow managing to depose and (apparently) kill Anthraxus, assuming rulership of Khin-Oin and titular command of the yugoloths of Hades.

Kval sought out the abandoned Mellorn Temple in hopes that the long-dead cult's frequent travels to and from the Gray Waste might have weakened the planar boundaries nearby, allowing for easier research into planar mysteries. He had no idea how weak those boundaries had become.

The fact that Kval's hideout was once dedicated to Anthraxus has little to do with the storyline of "Mellorn Hospitality," but it does allow you the opportunity to seed story elements that might come back to haunt the PCs later in the campaign. After this adventure is over the PCs will likely be curious about the Gray Waste, and liberally rewarding successful Knowledge (the planes) checks with the above information might be just the thing to embroil your heroes in another struggle over the fate of the Wasting Tower and the yugoloths themselves.

Of course, master smith Shoban does not exist and any attempts to locate him at the Festival are doomed to fail.

THE FESTIVAL OF LIFE

As the PCs draw near to the fairgrounds, they pass an increasing number of Mellorn guards, each wearing leather armor and armed with a longbow. All have cloth scarves wrapped around their heads, completely hiding the lower halves of their faces. Ornate wooden buildings on platforms suspended high in the trees are barely hidden in the canopy above, and sharp-eyed PCs may catch glimpses of thin, wide-eyed faces of wood elf children staring down at them. The faces of these children are also wrapped tight with cloth. The sounds of hundreds of voices up ahead are added to the creaking of Therav's wagon and the clomping of the donkey's hooves. Most visitors don't realize they have actually entered Mellorell, so cleverly hidden are its tree-top buildings, but once the traveler reaches the Fairgrounds themselves this illusion is shattered.

Hundreds of people fill this large clearing in the forest. They talk excitedly, laughing and shouting greetings to friends they apparently haven't seen for several years. A large wooden gazebo at the center of the clearing is filled with chairs and tables and covered by a pointed roof of woven vines and leaves. Sunlight pours in through the large break in the ancient canopy above, shining off of dozens of colorful canvas stalls and tents set up in concentric circles around the clearing. Shoppers are already making deals, and everyone seems to be drinking or eating something.

Mellorn guards watch from platforms high in the trees all around the edge of the clearing, and a large cluster of elevated Mellorn buildings is visible within the forest to the south. One in particular stands out above the rest; a breathtaking structure of crystal, glass, and living wood, the outline of which merges into the surrounding woods with graceful ease.

The Mellorn have set up tables of food just inside the woods behind the traders' stalls. A single wood elf stands behind each table, each filled with every sort of food and drink the forest can provide: cuts of boar and deer roasted with rare spices and wild root vegetables, fruits, shelled nuts, wine and beer made from mosses and wildflowers. All of it seems to be free for the taking, and the wood elves seem happy to see it go. Most fairgoers take the food with them and continue shopping or find a seat in the gazebo.

When the PCs arrive in the clearing, Therav immediately begins to search for a good spot to set up his stall and camp, and tries to recruit the tallest PC to help him hold poles while he sets stakes. Unfortunately, the only open spots left are those near the rim of the clearing, something that upsets him considerably. He raises a large tent behind his stall, almost inside the woods. Therav tells the PCs that they're welcome to sleep in his tent with him; otherwise, he points them to one of several large community tents the Mellorn have erected throughout the clearing for visitors who wish to stay overnight. Once everything is in place, he indicates the free food and drink and invites the PCs to enjoy themselves for the next seven days…he doubts he'll need much protection until they leave at the end of the Festival.

If Gahrlef is with the PCs, he politely takes his leave and goes off to tell Doratar Aeleth of his story. Aeleth promises to send a village healer, Tho'corell (Clr5) who uses potions and spells to restore whatever hit points and attribute damage the PCs sustained on the forest trail.

GOOD DEALS

The number of merchants who come to the Festival is truly impressive; this year, nearly 1,000 show up to make deals and fortunes. The number of visitors to the fair averages around 4,000, nearly half of which remain for the full seven days. In addition to goods, there are numerous services and entertainments as well. Games of chance, massage tents, singers, plays, and contests seem to be in place everywhere.

A character who wishes to find something to buy quickly finds that the options at the Festival are nearly staggering. The Festival has a gp limit of 10,000 gp, although the majority of the booths don't sell anything worth more than 1,000 gp. Since the Mellorn don't charge any taxes on the merchants and all the food and wine is free, the merchants tend to be quite willing to sell their wares at discounted prices. A character who makes a successful Diplomacy check (DC 15) when making a purchase receives a 5% discount from the asking price. For every 10 points by which the character beats this DC, the discount rises an additional 5%.

The Mellorn guards help to keep the peace, but most of the merchants provide their own guards as well. Despite the large number of people, crime never seems to be a problem at the Festival.

THE MELLORN ELVES

The Mellorn wood elves are secretive by nature, and their initial attitude toward visitors is unfriendly. A few of the elves tasked with arranging, hosting, and otherwise interacting with fairgoers have better attitudes (friendly), but the elves never discuss their society or personal lives with outsiders. Even visiting elves from other regions are shunned.

THE TOWN OF MELLORELL

♛ **Mellorell (small town)**: Conventional; AL N; 800 gp limit; Assets 44,840 gp; Population 1,121; Isolated (elf 96%, human 2%, halfling 1%, other races 1%).

Authority Figures: Aeleth Terellia, female elf Brd8 (Doratar of Mellorel; *doratar* is an Elven word meaning "judge/mayor.")

Important Characters: Forinth, female elf Rgr5 (sergeant of the Mellorn guards); Tho'corell, male elf Clr5 (cleric of Corellon Larethian); Gerd Westover (elven name "Huluan"), male human Drd6 (Doratar's advisor); Illinar Innoeth, male elf Wiz4 (Doratar's advisor and lover); Onla, female elf Brd3 (Aeleth's apprentice).

Others: Guards, Rgr3 (35); Exp3 (9); War3 (8); Com1 (1,063).

Every adult Mellorn knows of the caverns below the forest, and that something terrible dwells down there. Popular stories say that a large number of drow lurk in these caves, and tellers of these tales point to the preponderance of spiders in the surrounding woods as proof. Still, many have actually seen grimlocks or vargouilles, and know that what lurks below is not drow. All the Mellorn of adult age know that the purpose of the fair is to attract alternate victims, but none have ever admitted this truth, or talk about it openly during the fair, even to another Mellorn. The Mellorn believe their lives depend upon this secret, and gain a +4 circumstance bonus on skill checks made to resist giving up this knowledge

Mellorn guards are especially quiet, always watching and trying not to be distracted by idle conversation or trivial inquiries. They generally stand just within the trees beside the trail or the clearing, longbow drawn, arrow knocked, and face covered by an antovar (see sidebar). The guards avoid disputes between fairgoers unless it looks like bystanders may be hurt. Their primary task is to defend their own people from the fairgoers and the servants of Malifustal.

Mellorn Guard, Wood Elf Rgr3: CR 3; Medium humanoid (elf); HD 3d8+3; hp 15; Init +2; Spd 30; AC 15, touch 13, flat-footed 12; Base Atk +3; Grp +4; Atk +4 melee (1d6+1/18–20, scimitar) or +7 ranged (1d8+1/×3, *+1 composite longbow* (+1 Str); Full Atk +4 melee (1d6+1/18–20, scimitar) or +5/+5 ranged (1d8+1/×3, *+1 composite longbow* (+1 Str); SA favored enemy (evil outsiders) +2; SQ wild empathy +2; AL CN; SV Fort +4, Ref +6, Will +2; Str 13, Dex 17, Con 12, Int 10, Wis 12, Cha 8.

Skills: Balance +8, Climb +6, Hide +8, Listen +8, Search +2, Spot +8, Survival +6.

Feats: Endurance[B], Point Blank Shot, Precise Shot, Rapid Shot[B], Track[B].

Languages: Common, Elven, Sylvan.

Possessions: Leather armor, scimitar, *+1 composite longbow* (+1 Str), 20 arrows.

THE HAUNTING OF THERAV (EL 7)

During the first night of the Festival, Malifustal uses her dream haunting power on Therav. Any PC on watch in or near his tent

ANTOVAR

The Mellorn call the scarves they wear *antovar*, which translates as "mouth protectors." If asked about them, they claim that their ancestors believed the scarves kept evil spirits from entering through their mouth and nose, and that they wear the scarves out of a sense of tradition. This is actually not far from the truth. The Mellorn people wear the scarves to protect them from the kiss of Malifustal's vargouilles. An *antovar* is treated with secret alchemical processes to grant the wearer a +2 bonus on Fortitude saving throws against a vargouille's kiss.

notices his agitated mumbling with a successful Listen check (DC 10). At one point he distinctly says "get away." Therav cannot be awakened while Malifustal haunts him. A character that uses *see invisibility* or a similar spell can see the ethereal night hag, but without the ability to enter the Ethereal Plane itself the PCs can do little to stop her. The Mellorn elves prove strangely ambivalent if they are told of this event, and refuse to come to Therav's aid on the grounds that they are not allowed to leave their posts.

At the first hint of dawn, Therav wakes with a gasp and runs screaming deep into the woods, wearing only his colorful, gold-tasseled sleeping robe. He knocks over Mellorn food tables on his way, and his screaming wakes up any PCs sleeping in his tent and brings the clearing to life. Fairgoers emerge from their tents to investigate and the platforms in the trees around the clearing begin to fill with guards who silently observe the event, but do not intervene.

Creatures: Therav runs into the woods north of the clearing as if something terrible is chasing him, and continues to do so for about five minutes (about a half-mile into the woods). At this point, he is attacked and quickly captured by a party of waiting grimlocks.

If the PCs pursue Therav and don't stop to do anything requiring more that a single round of action (like donning armor), they may be able to prevent his capture. The grimlocks attack to deal nonlethal damage; once they knock out Therav they carry him off toward the fallen obelisk and cavern entrance, only 200 feet away. The remaining grimlocks, including the barbarian, remain behind to discourage anyone from following.

Grimlocks (8): hp 11; *Monster Manual* 114.

Grimlock Thug, Bbn 3: CR 4; Medium monstrous humanoid; HD 2d8+3d12+15; hp 46; Init +2; Spd 40 ft; AC 19, touch 12, flat-footed 17; Base Atk +5; Grp +9; Atk/Full Atk +10 melee (1d8+6/×3, masterwork battleaxe wielded two-handed); SA rage 1/day; SQ blindsight 40 ft., immunities, scent, trap sense +1, uncanny dodge; AL NE; SV Fort +6, Ref +6, Will +3; Str 18, Dex 14, Con 16, Int 10, Wis 8, Cha 10.

Rage (Ex): While raging, the grimlock thug's statistics change as follows: hp 56; AC 17, touch 10, flat-footed 15; Atk +12 melee (1d8+9/×3, masterwork battleaxe wielded two-handed); SV Fort +8, Will +5.

Skills: Climb +7, Hide +6 (+16 in mountains or underground), Listen +6, Spot +6, Survival +4.

Feats: Alertness, Combat Reflexes, Track[B].

Languages: Common, Grimlock, Infernal.

Possessions: *+1 leather armor*, masterwork battleaxe.

Development: If Therav is successfully captured by the grimlocks, the PCs can track him and his captors to the cave entrance north of the clearing. The ground in the forest is soft, so tracking Therav from the clearing to the ambush point requires a successful Survival check (DC 10). Tracking him and his two captors from the ambush to the cave entrance requires a successful Survival check (DC 9). Once the grimlocks reach the caverns below, the ground becomes hard, and following them further requires a successful Survival check (DC 19).

If the PCs manage to rescue Therav and slay the grimlocks before they retreat to the caverns, they'll have to discover the entrance to the caves by alternate means. They might be able to locate it by simply exploring the forest, but it's more likely that they'll have to wait for another festival-goer to be captured so they can track them to the entrance.

FEAR AT THE FAIR

Malifustal is normally careful to only take visitors who are alone at the Festival, so their vanishing won't be noticed; even if it is noticed, people usually just assume that the person left the Festival early. This year, however, Malifustal's greed has grown. Aside from targeting Therav and the PCs, 1d4 fairgoers turn up missing each day. Additionally, anyone who wanders out of the clearing and into the forest after dark is attacked by vargouilles or grimlocks. The Mellorn have seen this all before, but Malifustal's greed catches them somewhat off guard. Nevertheless, the guards are very good at coming up with explanations. By the second day, they tell festival-goers that a particularly large rogue leopard has been sighted in the forest. The elves assure the festival-goers that the leopard is too cowardly to enter the clearing and has only taken those who wandered into the woods. The elves then put on a big production of sending a dozen of their guards into the woods on a mock hunt. The Mellorn assure the fairgoers that they are safe in the clearing and the trail out of the woods will be secured for them as soon as the fair is over.

If the PCs successfully spread the word about grimlock attacks, the vargouilles, or the caverns below with a successful Gather Information check (DC 15), word spreads quickly and the tents begin to come down the following morning. All but a few dozen diehard traders are gone by nightfall. In this case, a patrol of eight Mellorn guards hunts down the PCs to arrest them. Arrested PCs are brought before the Doratar, where they have a chance to argue their case before they are stripped of their gear and exiled into the caverns below.

AUDIENCE WITH THE DORATAR (EL 10)

The large building of glass, crystal, and living wood on the south side of the clearing in Mellorell is the home of the city's leader, Doratar Aeleth Terellia.

Creature: Doratar Aeleth resolves disputes, determines punishments for transgressions, and makes many decisions that affect the whole tribe. She has traveled more than any other Mellorn, but the true secret behind the respect the Mellorn give her is the fact that she managed to save the elves from Malifustal. Aeleth feels no guilt or shame about the deal she made with the night hag, since to her, the survival of the Mellorn elves should rightly be placed above all other concerns.

The Doratar is attended by six guards and five trained leopards at all times.

Mellorn Guards, Wood Elf Rgr3 (6): hp 15, see page 21.

Leopards (5): hp 19 each; *Monster Manual* 274.

Doratar Aeleth, Female Wood Elf Brd8: CR 8; Medium humanoid (elf); HD 8d6–8; hp 23; Init +6; Spd 30 ft.; AC 17, touch 12, flat-footed 15; Base Atk +6; Grp +7; Atk +8 melee (1d6+1, masterwork quarterstaff) or +9 ranged (1d8+1/×3, +1 *composite longbow*); Full Atk +6/+6/+1 melee (1d6+1, masterwork quarterstaff) or +9/+4 ranged (1d8+1/×3, +1 *composite longbow*); SA bardic music, *fascinate*, inspire courage +2, spells, *suggestion*; SQ bardic knowledge +12, countersong, elf traits, inspire competence; AL CN; SV Fort +1, Ref +8, Will +10; Str 12, Dex 15, Con 8, Int 15, Wis 10, Cha 20.

Skills: Bluff +16, Concentration +7, Disguise +5 (+7 acting), Diplomacy +18, Gather Information +12, Intimidate +7, Knowledge (history) +13, Knowledge (local) +13, Perform (sing) +16, Sense Motive +11, Spellcraft +11.

Feats: Craft Wand, Improved Initiative, Iron Will.

Languages: Common, Elven, Giant, Sylvan.

Spells Known (3/5/4/2); base save DC = 15 + spell level): 0—*daze, detect magic, ghost sound, mage hand, mending, read magic*; 1st—*charm person, cure light wounds, identify, unseen servant*; 2nd—*delay poison, invisibility, sound burst, tongues*; 3rd—*cure serious wounds, haste, remove curse*.

Possessions: Elven chain, masterwork quarterstaff, +1 *composite longbow* (+1 Str), 20 silver arrows, *wand of cure light wounds* (33 charges).

Development: Doratar Aeleth rarely sees non-Mellorn visitors, but this year she may make an exception as Malifustal's greed gets the better of her and she begins to take enough fairgoers that the revelers notice. There are a three main ways the PCs can attract the Doratar's attention:

- If the PCs manage to track grimlocks to the caverns and begin to explore the caverns, and then return to Mellorell (perhaps to rest and recover for a second attempt to reach Malifustal), and tell others at the Festival about what they found in the caverns below, word of their deeds spreads quickly and the Doratar sends out a group of guards to "arrest" the PCs and bring them to her for a discussion.
- Similarly, if the PCs cause trouble or otherwise draw attention to themselves during the Festival, they may be arrested by the guards for disturbing the peace. When Malifustal's new greed becomes apparent, the Doratar may approach them with an offer; kill the night hag and in payment all charges against them will be lifted.
- If the PCs rescued Gahrlef earlier and made a good impression on him (such as by healing his wounds without asking for a

reward, killing the owlbear, or figuring out that there was more to "Kayris" than she was letting on), his report to the Doratar brings her a tiny ray of hope. The morning after Malifustal's grimlocks attempts to capture Therav, she sends a group of guards to invite the PCs to speak with her about a dangerous mission.

Once the PCs have secured an audience with the Doratar, she quickly and efficiently appraises their skills and abilities by asking them various questions about their prior achievements and adventures. It doesn't take her long to decide to risk using them to kill off Malifustal, but she knows better than to tell them so much that they could use the information against her. She merely says that she suspects some sort of evil creature in the caverns below has organized the grimlocks, and while she never actually asks the characters to go into the tunnels below, she makes it clear that any group that can put a stop to the attacks on the fairgoers will be rewarded greatly. Under no circumstances does she reveal the fact that she knows exactly who is responsible or details on the deal the Mellorn have brokered with the night hag.

THE CAVERN ENTRANCE (EL 7)

The grimlocks take any captured victims down through a cave entrance about a half-mile north of the Festival grounds. The PCs can find this entrance either by tracking grimlocks that have captured someone, or by learning the location of the cave entrance directly from Doratar Aeleth.

A large stone obelisk lies on the ground, covered with years of moss and forest undergrowth. In the bare patch of earth where the stone once stood gapes a black, 5-foot-wide hole in the ground. Soft fluttering sounds well up from the hole, indicating that bats may have settled within a cavern below.

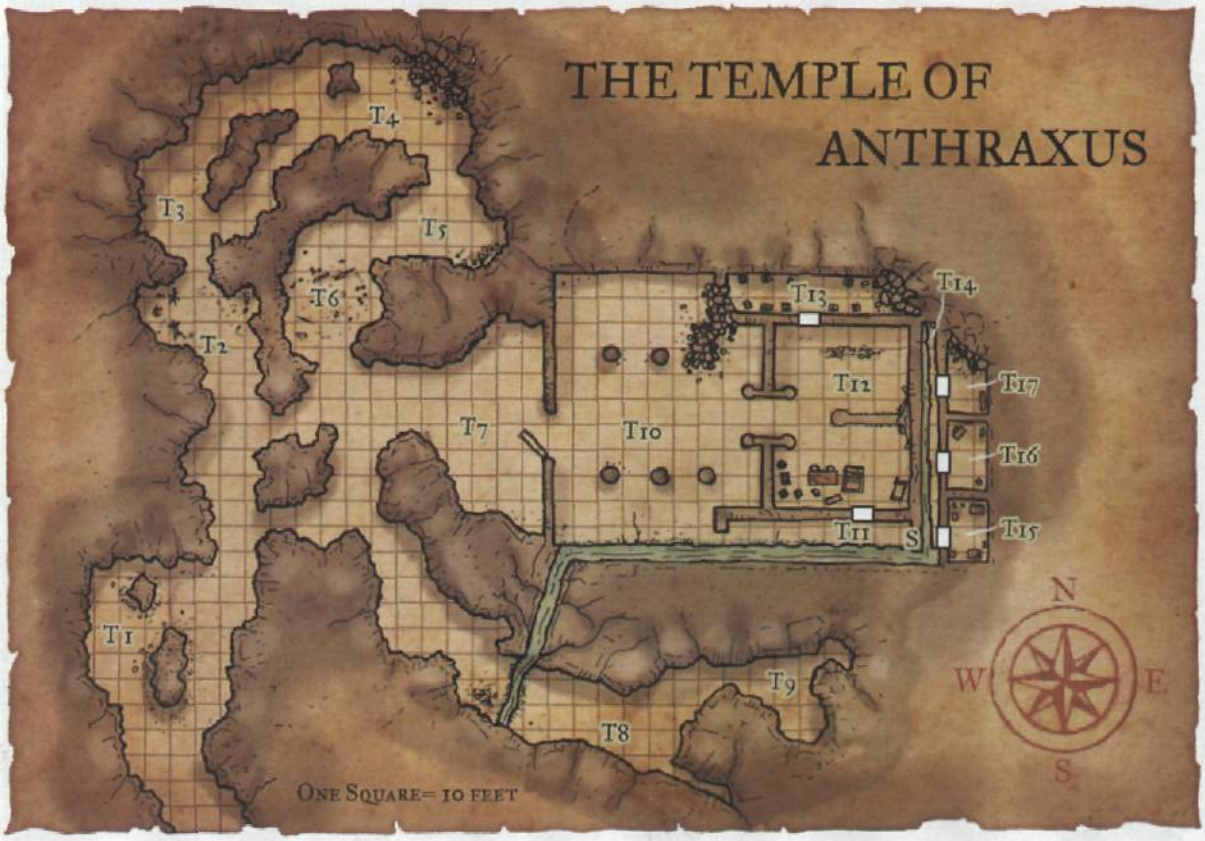
The hole drops 30 ft. to the caverns, and while the sides are nearly vertical, the grimlocks have chipped handholds and footholds into the rock. A successful Climb check (DC 10) is necessary to clamber into the hole; the grimlocks simply take 10 on their Climb checks.

Creatures: As the PCs examine the hole, the small cluster of vargouilles that lurks below may notice them. If they do, the creatures swarm up out of the hole to attack; otherwise, they attack the first person to descend into the caverns.

Vargouilles (6): hp 5 each; *Monster Manual* 254.

MALIFUSTAL'S REALM

At the bottom of the tight shaft is a narrow cavern stretching off to the east. The ceiling ahead is a complicated tangle of stalactites and broken crystals, but the floor is worn smooth and curiously clear of rubble and stalagmites. In this gray, lifeless world, a small scrap of yellow material lying on the rocks just a few paces ahead of you catches your eye.



The limestone caverns stretch for many miles below the Mellorn Forest. These caverns and tunnels vary in width from five feet to nearly one hundred feet, and tend to be twice as high as they are wide. Light throughout the caverns is completely absent. The grimlocks keep the floors clear of rubble and waste, allowing normal movement. At one point, there were many cave exits to the surface world above, but the Mellorn elves sealed them with magic ages ago. Since then, the grimlocks have reopened several of these entrances.

As Therav was carried into the caverns by the grimlocks, he regained consciousness and began tearing off the yellow tassels from his sleeping robe and dropping them, about one every 500 feet and at each major intersection. The trail is easy to follow but goes unnoticed by the blind grimlock patrols; as long as the PCs pursue him within 12 hours of his capture, the DC for following his trail drops by 10 to DC 9.

The tunnels throughout the region are patrolled by grimlocks and contain hidden lairs of other dangerous creatures. If the PCs wander very far off of the direct path from the fallen obelisk to the Temple of Anthraxus, you can expand the encounters in the cave as you see fit.

THE RUINED TEMPLE OF ANTHRAXUS

The Temple of Anthraxus lies hundreds of feet below ground and miles from the nearest cavern entrance. The walls of areas **T1–T9** are rough natural rock surfaces with few handholds, a successful Climb check (DC 25) is required to climb them. These caverns have ceilings 20 to 30 feet high. There are no light sources throughout the entire area; none of its current residents need light to see.

Although there are no true wandering monsters in the Temple of Anthraxus, there's a chance that creatures in adjoining areas come to aid or investigate if they hear noise or see bright lights. Characters who don't employ at least a modicum of stealth may quickly find themselves overwhelmed.

T1. ENTRY CHAMBER (EL 6)

The miles of passages open into a chamber divided down the center by a large stalagmite formation. At the base of the rocks, a pile of refuse forms a bed in which large mushrooms and small cave creatures thrive. The stench of sewage and rotting flesh fills the still air.

Creatures: The grimlocks planted two shriekers among the refuse on the eastern side of the stalagmites. The grimlocks guarding the temple pass through this chamber often, but they know to keep to the western side, avoiding the shriekers. A group of grimlocks lurk in the northern end of this room, preparing for a surface raid. They attack as soon as they detect the PCs or the shriekers are triggered.

- **Shriekers** (2): hp 10 each; *Monster Manual* 112.
- **Grimlocks** (2): hp 11 each; *Monster Manual* 140.

Grimlock Thug, Bbn3: see page 22.

Development: If the PCs rile up the shriekers, the grimlocks in area **T6** are alerted and will move to area **T7** to defend the temple from attack. The grimlock in area **T4** moves to area **T2** with his basilisk.

T2. LARDER

Dark streaks run down the white limestone and onyx stalagmites of this chamber, ending in large dark stains on the white floor. Broken and battered bodies of large animals and humanoids have been impaled on a few of the stalagmites, dripping fresh blood to make new stains. Some of the bodies are missing limbs.

When victims are accidentally killed during surface raids, Malifustal turns them over to the grimlocks. The grimlocks also hunt deer in the forest above. All of the bodies are carried here to age properly before they are prepared as food.

T3. NORTHERN CAVERN

The passage widens here, running north and south with a narrower passage to the east. The southern entrance to the chamber is partially blocked by a 4-foot wall of jagged white stones.

If the PCs examine the low wall, they find it is built of broken remnants of statues, some of elves, some of small cave animals. When the basilisk in area **T4** turns any creature to stone, the grimlocks smash the victim and pile the remains here.

T4. BASILISK KENNEL (EL 6)

A single pillar of stalagmites and stalactites climbs from floor to ceiling at the western end of this chamber. It appears that there was once an exit to the northeast, which is now completely blocked by huge slabs of fallen rock.

Creatures: The grimlocks secured a basilisk egg some time ago, and after it hatched they immediately began to train the creature. Today, a grimlock named Garkul is the keeper of the basilisk. He spends the majority of his time here with his beloved pet. Malifustal appreciates the added security the basilisk affords, but fears its gaze and has forbidden it to approach area **T10**. Numerous grimlocks have been killed by the night hag in the past when the basilisk wasn't moved aside in time to honor her approach, so they're especially cautious about keeping the basilisk hidden when she's about.

Basilisk: hp 48, *Monster Manual* 24.

Garkul, Grimlock Keeper, Exp3: CR 3; Medium monstrous humanoid; HD 2d8+3d6+5; hp 25; Init +1; Spd 30 ft.; AC 17, touch 11, flat-footed 16; Base Atk +4; Grp +6; Atk/Full Atk +7

melee (1d8+3/×3, masterwork battleaxe wielded two-handed); SA —; SQ blindsight 40 ft., immune to effects that rely on sight, scent; AL NE; SV Fort +2, Ref +5, Will +6; Str 14, Dex 13, Con 12, Int 10, Wis 10, Cha 14.

Skills: Handle Animal +13, Hide +5, Listen +8, Spot +8.

Feats: Power Attack, Skill Focus (Handle Animal).

Languages: Common, Grimlock.

Possessions: Leather armor, masterwork battleaxe, *ring of feather falling*.

Tactics: The basilisk has been trained to attack non-grimlocks on sight. Garkul stays back from these fights, but charges into battle if his basilisk is seriously threatened. He restrains the basilisk with a spoken command if it looks like the creature is about to pursue intruders beyond areas **T2** or **T7** into the temple's main entrance passage.

T5. TRINKET ROOM

This chamber is empty except for a few piles of clothing and weapons along the south wall.

Malifustal allows the grimlocks to remove some items of value from her victims before she takes their bodies and souls to Hades. The grimlocks pile the looted goods here, and plan to one day send a party deep underground to trade with the dark elves or other races.

Treasure: A successful Search check (DC 18) finds hidden in the piles of clothing and weapons 1,540 sp, 820 gp, 3 golden pearls (150 gp each), a silver belt buckle with a large yellow topaz (900 gp) and a *potion of cure moderate wounds*.

T6. TEMPLE GUARDS (EL 7)

This cave is strewn with matted strips of stained and filthy mushrooms and rags, possibly bedding for a large number of creatures.

The majority of Malifustal's grimlock guards are posted here. Although there are eight separate "nests" here, the number of grimlocks in the region is much greater than that; grimlocks tend to bed down anywhere they get tired, so these beds are generally used only by those grimlocks that stay close to the temple and serve as guards.

Creatures: If the grimlocks here hear the shriekers in area **T1** or other sounds of battle, they grab their weapons and move south to area **T7** to defend the entrance to the temple. Otherwise, they can be found here sleeping, eating, and otherwise carousing.

Grimlocks (5): hp 11 each; *Monster Manual* 140.

Grimlock Temple Guards, Ftr2 (3): CR 3; Medium monstrous humanoid; HD 2d8+2d10+8; hp 28 each; Init +6; Spd 20 ft; AC 22, touch 12, flat-footed 20; Base Atk +4; Grp +7; Atk/Full Atk +9 melee (1d8+4/×3, masterwork battleaxe wielded two-handed); SA —; SQ blindsight 40 ft., immune to effects that rely on sight, scent; AL NE; SV Fort +5, Ref +5, Will +2; Str 16, Dex 14, Con 14, Int 10, Wis 8, Cha 6.

Skills: Climb +7, Listen +6, Spot +6.

Feats: Alertness, Improved Initiative, Power Attack, Weapon Focus (greataxe).

Possessions: Scale mail, heavy steel shield, masterwork battleaxe.

T7. TEMPLE ENTRANCE

The eastern wall of this chamber is worked smooth and decorated with a cracked and crumbled relief image. The image depicts a river running through a desolate land filled with emaciated humanoids with heads bent back screaming or buried in their skeletal hands. A huge stone doorway is set in the center of the wall. The massive stone door hangs ajar, and a sickly gray light pulsates faintly within the room beyond.

This cave marks the entrance to the Temple of Anthraxus proper. The gray light pulsating through the open doorway comes from the portal in area **T12**. The door itself weighs 2,000 lbs. and can only be closed or opened by a creature able to push or drag this weight.

Development: If the grimlock guards in area **T6** are on alert, they quickly relocate to this area and work together to push the door shut; two grimlocks working together can achieve this in one round. Once the door is shut, the grimlocks take up hidden positions along the walls and prepare to ambush the PCs.

T8. SCRAP CHAMBER (EL 6)

The passage widens here and is bisected by a small stream of murky water flowing from a crack in the north wall. The water pools into a channel along the south wall and flows slowly to the east, past a high pile of bones and rotting scraps of flesh.

Creature: The grimlocks dispose of scraps from their feasts in this room, tossing the refuse onto the heap from the western side of the room, taking advantage of the two otyughs that live in the cave. The otyughs react quickly to intrusions into their territory, which is marked by the flow of the stream.

Otyughs (2): hp 42, 33; *Monster Manual* 204.

T9. OTYUGH STASH

The caverns end here in a wall of rubble from an ancient cave-in.

The grimlocks sometimes toss bodies to the otyughs without completely looting them first. Any interesting objects the otyughs find are hidden here.

Treasure: A successful Search check (DC 15) reveals 5 battleaxes, a longsword, a masterwork scimitar, a composite shortbow (+2 Str), 22 masterwork arrows, and a *pearl of power* (1st-level).

T10. TEMPLE OUTER HALL (EL 6)

This large room must have been magnificent once. The walls are covered with carvings and the floor still shows patches of an intricate tile mosaic. The six massive pillars that support the stone ceiling high above shimmer with gold in places, hinting that their entire surfaces were once so gilded. To the northeast, one such pillar has collapsed against a wall. An erratically pulsating gray light throbs sickly beyond a large archway framed by a tangle of stone skeletons to the east. A narrow stream of water flows to the west along the south wall, emptying out of the chamber through a crack in the southwest corner.

Creatures: A small swarm of vargouilles lurks above. They hang from the ceiling and the tops of the pillars near the passage to area **T12**, and swoop down to attack as soon as they detect non-grimlock intruders.

Vargouilles (4): hp 5 each; *Monster Manual* 254.

T11. SOUTHERN PASSAGE

This side passage runs for 40 feet. A thin stream of water flows west along the base of the southern wall until it disappears through the door at the western end of the hall.

If the PCs search for the source of water feeding the stream, they discover that it appears through a thin vertical crack in the eastern wall. The crack is actually one edge of a cleverly hidden secret door; a successful Search check (DC 25) is required to find it.

T12. TEMPLE INNER HALL (EL 10)

This room is smaller than the column-lined outer chamber. The floor is smooth stone except for a shallow depression near the eastern wall and a narrow channel that runs from there to a point halfway across the room. The channel ends in a round pit about a foot across. A large stone demon head protrudes from the wall opposite the entryway. Its mouth hangs agape, worn smooth as if something once poured from it to fill the pool and drain through the channel into the pit. The room is lit by the unhealthy gray glow from a 10-foot disc of swirling colorless clouds on the north side of the room.

To the south side of the room are spread numerous expensive-looking pieces of furniture; tables, chairs, a large bed, and even a few torture implements like a rack and an iron maiden. Curiously, despite the obvious high quality craftsmanship of the objects, all of them are completely devoid of color. Several uncomfortable-looking cages sit in the southwest corner of the room.

At one time, water flowed from the demon head and emptied into the pool, but centuries ago an earthquake destroyed the northeastern corner of the temple and diverted the water into the temple's secret rear passage (area **T14**).

The disc of gray clouds is the portal to the Gray Waste of Hades. It remains open in this room until midnight on the seventh night of the fair, at which point Malifustal and her vargouille minions return through it to Hades. The portal itself operates at caster level 20, but if it is successfully targeted with *dispel magic*, the portal itself simply ceases to function for 1d4 rounds before reopening. Destroying the portal requires powerful magic (such as *Mordenkainen's disjunction* or *wish*) likely beyond the PCs' reach. A less powerful spell, *seal portal* (see page 32) can serve to deactivate the portal indefinitely. A copy of this spell can be found on a scroll in area **T16**.

Any creature that comes into contact with the portal is instantaneously transported to Hades. A creature that is forced into the portal can resist transport with a successful Will saving throw (DC 20).

The furniture is all Malifustal's, brought here to make her stay on the Material Plane more comfortable. The lack of color is a quality of objects from Hades, something a successful Knowledge (the planes) check (DC 20) reveals. The cages are used to keep her current favorite prisoners; if he was captured, Therav can be found imprisoned here (along with any captured PCs), unconscious and near death.

Creature: This room is Malifustal's home during her stay on the Material Plane. She typically spends the first day of her stay exploring the surface ethereally or polymorphed, so she can single out choice victims. For the majority of the next six days she remains here, torturing her victims or relaxing while her minions work. The only time she is not here is between midnight and dawn, when she becomes ethereal in order dream haunt the night's prey. Malifustal herself is completely black and white (a side effect from her long stays on Hades), except for her glowing red eyes.

Malifustal, Advanced Night Hag: CR 10; Medium outsider (evil, extraplanar); HD 11d8+44; hp 93; Init +1; Spd 20 ft.; AC 22, touch 11, flat-footed 21; Base Atk +11; Grp +15; Atk/Full Atk +15 melee (2d6+6/19–20 plus disease, bite); SA disease, spell-like abilities, dream haunting; SQ damage reduction 10/cold iron and magic, darkvision 60 ft., immune to charm, immune to cold, immune to fear, immune to fire, immune to *sleep*, spell resistance 25; AL NE; SV Fort +11, Ref +8, Will +9; Str 19, Dex 12, Con 18, Int 11, Wis 15, Cha 12.

Skills: Bluff +15, Concentration +18, Diplomacy +17, Disguise +15 (+17 acting), Intimidate +17, Listen +18, Sense Motive +16, Spot +18.

Feats: Alertness, Combat Casting, Empower Spell-Like Ability (*magic missile*), Improved Critical (bite).

Languages: Common, Abyssal, Celestial, Infernal.

Possessions: *Heartstone*, *ring of counterspells* (*magic missile*), two *potions of cure serious wounds*.

Tactics: Malifustal has little fear that anyone can actually reach her in this chamber; if she hears the shriekers or the sounds of battle in the temple's outer chamber, she takes note

but does little to prepare for combat. If she hears combat move into the temple, however, she takes note.

If the PCs manage to make it to this chamber, Malifustal is impressed, and offers them a chance to join with her as her favored bodyguards, assassins, and minions. She doesn't expect the PCs to take this offer, and is ready to begin combat with a moment's notice. In combat, she uses an empowered *magic missile* each round for the first three rounds, after whcih she uses regular *magic missiles* and *rays of enfeeblement*. If the PCs flee, she pursues them for a few rounds but prefers to hunt them and dream haunt them at a later date.

If she's brought below 30 hit points, Malifustal tries to escape through the portal to Hades. She also attempts to escape if the PCs confront her with a Large monstrous (or larger) spider; Malifustal loathes spiders and would rather wait seven years for another chance to gather victims than risk coming into contact with one today.

Treasure: Although it's colorless, the night hag's furniture is quite valuable. There are seven pieces in total; each piece weighs about 100 lbs, but is worth 200 gp.

Development: Malifustal uses the portal to Hades if things turn dire for her. If the PCs pursue her, or pass through the portal for any reason, see the "Through the Portal" section of this adventure.

If Malifustal is destroyed or the portal is sealed, word spreads quickly among the grimlocks in the tunnels. The creatures quickly flee into the deeper caves of the Underdark, afraid that the doom that came upon their mistress may soon come for them.

T13. NORTHERN PASSAGE

This long hallway is blocked to the east and west by thick mounds of rubble. Numerous iron cages line the walls here, each containing a thin layer of nasty-looking gray straw and a single chipped bowl for food and water.

Malifustal uses this hallway to store prisoners she has captured; her favorites are kept in cages in area **T12**. The number of prisoners kept here depends upon how long Malifustal has been in the area. She gains 1d4 prisoners per night. Prisoners are kept gagged and tightly bound and the cages locked, but the night hag keeps no guards; she (rightly) assumes that none of the prisoners could make it far if they escape their bonds.

Iron Cage: 1-inch-thick bars; Hardness 10; hp 30; Open Lock DC 25, Break DC 24.

T14. SECRET BACK PASSAGE

A narrow stream of water trickles along the western wall of this chamber. Thick layers of dust lie heaped on the floor, but the flow of water has kept this long-sealed hallway filled with fresh air. Three stone doors are set in the east wall.

This long, narrow hallway hasn't been used in hundreds of years, since Kval's passage through the portal. Malifustal never found the secret door in area **T11**, and since she traditionally leaves the temple ethereally by going straight up through the ground she never stumbled into these chambers.

T15. PRIEST'S ROOM

This small room is crowded with ancient remains of furniture; a small cot, a bureau, a writing table, and dozens of old braziers, candelabras, lecterns, and other priestly implements.

One of the priests of the ancient temple lived here centuries ago. If the PCs take the time to search through the pile of equipment (Search DC 18), they find a lacquered wooden offering box with a coin slot on top and silver strapping holding it together. If shaken, the locked box feels and sounds like there are many coins inside.

Lacquered Offering Box: Hardness 6; hp 5; Open Lock DC 25; Break DC 20.

Treasure: The box itself, if unbroken, is worth 300 gp. Inside are 30 pp, 620 gp, and 120 sp.

T16. KVAL'S STUDY (EL 7)

This small room contains only a simple wooden bedframe, a writing table with chair, several empty bookcases, and a large metal chest.

This is where Kval worked and rested centuries ago, and is where he discovered how to open the portal to Hades. When his lover committed suicide, he spent seven long days constructing the portal. Before he stepped through it, he gave the key to a storage chest to another powerful sorcerer, instructing him to open it if the portal had to be closed. This is the large metal chest in the corner, but the sorcerer and the key are long gone.

When Kval left for Hades, he emptied the contents of his bookshelves into his *portable hole* in case he needed any of them during his journey. Little now remains here but the remnants of the furniture

Metal Chest: Hardness 10; hp 30; Open Lock 30; Break DC 26.

Trap: Kval created this trap to protect the contents of the chest, which once contained his spellbooks. The trap is triggered if the chest is opened or otherwise destroyed without using the proper key.

***Summon Monster* VI Trap**: CR 7; magic device; touch trigger; no reset; spell effect (*summon monster* VI, 15th level wizard); summons a xill (*Monster Manual* 259); Search DC 31; Disable Device DC 31.

Treasure: Kval left several emergency scrolls in this chest, intending them to be used by an ally to rescue him in case he wasn't able to return from Hades on his own. Unfortunately for Kval, this friend died only a few days after Kval stepped through the portal, and the emergency scrolls have remained within this chest since then.

The chest contains a scroll of *sending*, a scroll of *plane shift*, a scroll of *scrying*, and a scroll of *seal portal*. All of the scrolls are written at caster level 15.

T17. COLLAPSED ROOM (EL 3)

The northeast corner of this room has collapsed, destroying the meager furniture and covering the floor with rubble. One bookcase seems to have survived the cave-in.

The books in the case cover a variety of topics ranging from the planes to history to fiction. The books themselves aren't particularly valuable, but a successful Search check (DC 20) uncovers a slim journal that has fallen behind the case. This was one of Kval's journals, and it not only contains exclusive notes on the construction of portals but also details on the death of his lover and his terrible grief and determination to see her restored to life despite the consequences. The journal contains several maps of Hades, and a particularly brave group may be able to retrace Kval's steps through the Gray Waste with this book. What became of Kval is up to you.

THROUGH THE PORTAL (EL 7, OR 11 IF MALIFUSTAL IS PRESENT)

As you pass through the portal, you feel the energy and warmth drained from your body. You emerge in a cave perhaps

SEAL PORTAL

Abjuration
Level: Sor/Wiz 6
Components: V, S, M
Casting Time: 1 action
Range: Close (25 ft. + 5 ft./2 levels)
Target: One interplanar *gate* or portal
Duration: Permanent (D)
Saving Throw: None
Spell Resistance: No

You may permanently seal an interplanar portal or *gate*. If cast on a portal, the spell prevents any activation of it, although *seal portal* may be dispelled by a *dispel magic* spell. A *knock* spell does not function on the sealed portal, but a *chime of opening* dispels *seal portal* if *seal portal* was cast by a spellcaster of lower than 15th level.

Once the portal is opened, *seal portal* does not return and must be cast again.

Material Component: A silver bar worth 50 gp.

This spell originally appeared in *Manual of the Planes*.

30 feet across. It seems that some of the color has drained from your armor and gear, and sounds seem dull, less defined. It feels as though the air around you weighs down on you, possibly growing heavier over time to the point where you might not have the will to do anything at all. The swirling disc of gray clouds fills the cave with a nauseating light.

Creatures: If Malifustal fled through the portal to Hades, she may still be waiting here in this cave. Malifustal's nightmare mount, her quasit minion, and three vargouilles guard the cave against intruders from outside. If anyone other than Malifustal comes through the portal, her minions immediately attack.

- **Nightmare**: hp 48, *Monster Manual* 194.
- **Quasit**: hp 14, *Monster Manual* 46
- **Vargouilles (3)**: hp 6 each; *Monster Manual* 254.

Tactics: These minions do not enter the portal; they have been commanded by Malifustal to remain in this cave to protect it against intrusions from Hades. However, if Malifustal is forced to retreat to Hades, she may gather these allies and return through the portal to launch a new attack on the PCs if they don't immediately pursue her through the portal.

Development: The only exit from this cave is a 10-foot-wide tunnel that slopes upward for more than 1,000 feet. If the PCs follow the tunnel to its end, read the following.

The tunnel opens onto a rocky ledge in the middle of a cliff that overlooks a very wide plain. The skies are overcast and dark, and there is no color in the gnarled vegetation and dry, cracked ground below. A wide, black river cuts through the center of the plain. All around it, massive armies of monstrous creatures battle and scorch the land with colorless fire. Broken banners carrying a panoply of evil symbols lay amid piled bodies of humanoids and huge, disfigured demons and devils. Yet despite the scale of the massive battle, the air itself seems to absorb the sounds of war so that only a faint murmur of chaos can be heard.

From this point, you're on your own. Needless to say, 7th-level characters should not last long if they become tangled in the Blood War skirmish before them. The properties of Hades are detailed on page 161 of the DUNGEON MASTER's Guide.

CONCLUDING THE ADVENTURE

If the PCs can convince the Mellorn that they sealed the portal or that they destroyed Malifustal, the elves are extremely grateful. Of course, the Mellorn use *discern lies* and *zone of truth* spells to make sure that the characters' claims are true. They name the PCs "Friends of the Mellorn," and allow them to freely pass through their lands at any time. They also reward the party with 200 pp from their treasury. They promise to continue hosting the Festival of Life with just as much hospitality, but they show no signs of remorse for all the visitors who have died at past festivals. This mercenary attitude is natural for the Mellorn, but for many it may be alien. In any case, if the truth about the motivations behind the foundation of the Festival of Life gets out, the number of attendees in the next several decades grows progressively smaller until finally the elves cancel the Festival entirely.

If Malifustal survives but the portal is closed, she spends the next several years searching for a way to unseal the portal; if she's successful, she spends the next active period tracking down the PCs for revenge. In this case, make sure to advance her Hit Dice (or give her additional levels of a character class) so that she remains a tough challenge for the presumably higher-level characters. Ω

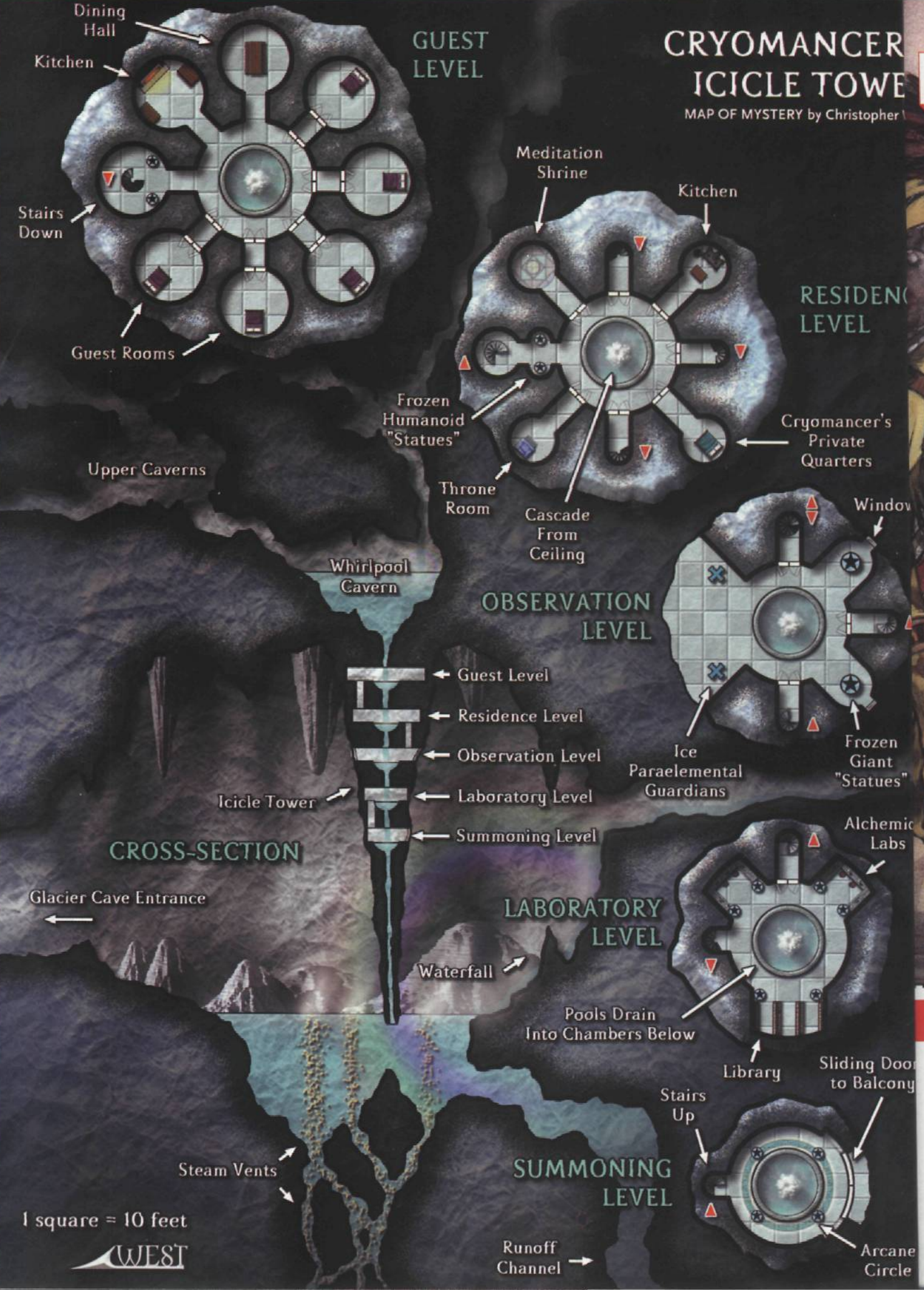
Russ Brown and his wife Pam live in Milwaukee, where he writes software for emergency rooms. The playtesters for "Mellorn Hospitality" included his sons Andy and Alex and cousin Pete.

SCALING THE ADVENTURE

"Mellorn Hospitality" is intended for four 7th-level characters, but it can be modified for parties of different sizes or levels. Consider adapting the adventure as follows:

5th–6th-level PCs: Reduce the number of spiders in encounter **F1** to 2. Replace the ancient owlbear encounter with a standard owlbear. All grimlocks with class levels should have their class levels reduced by one or two. Reduce the number of Temple Guards in area **T6** to 2. Cut the number of vargouilles in all encounters in half. Malifustal should become a non-advanced night hag, and reduce her Strength and Constitution scores to 14 and take away her *heartstone* and Empowered Spell-Like Ability feat. Additionally, you should make sure that at least some of the characters have magic cold iron weapons so they can easily get through her damage reduction.

8th–9th-level PCs: Change the spiders in encounter **F1** to phase spiders and double the number of creatures in the other road and forest encounters. The encounter with the ancient owlbear should be replaced with an encounter with one or two Gargantuan monstrous spiders. Advance all of the grimlocks' class levels by one or two; grimlocks without class levels should gain one or two levels of barbarian. Double the number of vargouilles encountered. Malifustal herself should gain an additional two hit dice for every level the average party level is above 7th.


CRYOMANCER
ICICLE TOWE
MAP OF MYSTERY by Christopher
GUEST LEVEL
Dining Hall
Kitchen
Stairs Down
Guest Rooms
RESIDEN
LEVEL
Meditation Shrine
Kitchen
Frozen Humanoid "Statues"
Cryomancer's Private Quarters
Throne Room
Cascade From Ceiling
Upper Caverns
Whirlpool Cavern
OBSERVATION LEVEL
Windov
Guest Level
Residence Level
Observation Level
Laboratory Level
Summoning Level
Icicle Tower
CROSS-SECTION
Ice Paraelemental Guardians
Frozen Giant "Statues"
Alchemic Labs
Glacier Cave Entrance
LABORATORY LEVEL
Waterfall
Pools Drain Into Chambers Below
Library
Sliding Doo to Balcony
Stairs Up
Steam Vents
SUMMONING LEVEL
1 square = 10 feet
WEST
Runoff Channel
Arcane Circle

EVARD

DEBASED INFORMATION BROKER

BY THE DUNGEON STAFF

ARTWORK BY UDON STUDIOS

From the ruined foundations of Vecna's Rotting Tower in the Rushmoors to the mist-shrouded Valley of the Mage, the lands between the Barrier Peaks and Lortmil Mountains hold some of the most dangerous secrets in the world of Greyhawk. From his youth as a minor noble in the March of Bissel, the wizard Evard dedicated himself to discovering those secrets and bending them to his will.

As his magical aptitude increased, he hoped that he might carve his name into history as so many had before him, meticulously planning each move to ensure that wizards and commoners alike might know the name Evard and whisper it fearfully for all time.

Evard's primary weapon is information. His knowledge of arcane and historical matters rivals that of most sages (many of whom send him reports in exchange for answers to vexing questions of their own), and he offers his services to good and evil patrons alike. If he doesn't know something, someone in his network usually does.

Evard's deep ambition shines through in his willingness to betray even his closest allies, all in an effort to force his inferiors to rely upon and fear him.

TACTICS

Although Evard isn't completely helpless in melee combat, he does his best to avoid being caught in situations where he's forced to use his unarmed attacks. He prefers to use multiple castings of his signature spell, *Evard's black tentacles*, to hold enemies in place, after which he sends in summoned monsters and uses ranged spells to finish off his victims.

DEVELOPMENT

Evard comes in handy when the heroes require dark secrets and fell intelligence unusual in their own goodly circles. He has agents in most major cities of the western Flanaess, and is only too happy to sell out former allies if the price is right and if he feels doing so adds to his mystique and reputation for ruthless self-interest. He makes no secret of his willingness to betray those who seek his aid, knowing that they usually need him far more than he needs them. He's charming enough to defuse heated discussions, but often asks pressing questions of those who come to him for knowledge. If the PCs come to rely upon his spy network over the course of the campaign, increase the number and specificity of these questions, especially if they involve topics no NPC should reasonably know. Don't overplay this trick, but make it clear to your players that Evard knows things about them that he shouldn't, suggesting that he has eyes everywhere. Ω

Evard, Male Human Con16: CR 16; Medium humanoid (human); HD 15d4+45; hp 90; Init +1; Spd 30 ft.; AC 18, touch 14, flat-footed 17; Base Atk +8; Grp +12; Atk +13 melee (1d4+5, unarmed strike); Full Atk +13/+8 melee (1d4+5, unarmed strike); SA spells; SQ *contingency*, *permanent* spells; AL NE; SV Fort +9, Ref +7, Will +10; Str 10, Dex 13, Con 16, Int 23, Wis 8, Cha 13.

Contingency: If Evard is incapacitated so that he cannot take move or standard actions, a *magic jar* spell activates and allows him to attempt to possess nearby creatures.

***Permanent* Spells**: Evard has made the following spells permanent on himself; *arcane sight*, *darkvision*, *greater magic fang* +5, *resistance*, and *tongues*.

Skills: Concentration +22, Decipher Script +19, Knowledge (arcana) +16, Knowledge (architecture) +11, Knowledge (dungeoneering) +13, Knowledge (geography) +11, Knowledge (history) +11, Knowledge (local) +11, Knowledge (nature) +11, Knowledge (nobility) +11, Knowledge (religion) +11, Knowledge (the planes) +11, Spellcraft +27, Swim +10.

Feats: Augment Summoning, Craft Wand, Craft Wondrous Item, Extend Spell, Forge Ring, Improved Grapple, Improved Unarmed Strike, Scribe Scroll, Skill Focus (Knowledge [arcana]), Spell Focus (conjuration), Widen Spell.

Languages: Common, Goblin, Undercommon.

Spells Prepared (5/7/7/6/6/6/5/4/3; save DC = 16 + spell level, or save DC = 17 + spell level for conjuration spells): 0—*acid splash* (2)*, *detect magic*, *mage hand*, *touch of fatigue*; 1st—*animate rope*, *comprehend languages*, *grease* (2)*, *identify*, *obscuring mist**, *ray of enfeeblement*; 2nd—*detect thoughts*, *glitterdust**, *mage armor* (extended; Evard casts this spell every day), *Melf's acid arrow* (2)*, *rope trick*, *summon swarm**; 3rd—*fly*, *glitterdust** (extended), *lightning bolt*, *phantom steed**, *sleet storm**, *stinking cloud**; 4th—*dimensional anchor*, *Evard's black tentacles**, *fire shield*, *polymorph*, *scrying*, *summon monster IV**; 5th—*baleful polymorph*, *cloudkill**, *dismissal*, *Evard's all-seeing worm**, *Evard's black tentacles** (extended), *wall of force*; 6th—*acid fog**, *chain lightning*, *lightning bolt* (widened), *summon monster VI**, *wall of iron**; 7th—*banishment*, *Evard's black tentacles** (widened), *greater teleport**, *summon monster VII**; 8th—*horrid wilting*, *Evard's black tentacles** (extended and widened), *maze**.

*Conjuration spell.

Evard's prohibited schools are enchantment and illusion.

Spellbook: Evard knows every spell in the *Player's Handbook* (except for enchantment and illusion spells), along with several more obscure spells chosen by the DM.

Possessions: *Ring of freedom of movement*, *ring of protection +3*, *ring of feather falling**, *ring of swimming**, *ring of mind shielding**, *ring of force shield**, *ring of sustenance**, *amulet of health +2*, *headband of intellect +4*, *slippers of spider climbing*, *wand of Evard's black tentacles* (48 charges), *wand of stinking cloud* (13 charges), *wand of web* (22 charges), *potion of cure moderate wounds* (4), *potion of fox's cunning* (4), diamond worth 4,000 gp (used for *magic jar* spells), ivory *contingency* statuette worth 2,000 gp.

*This ring has no space limitation.

EVARD'S ALL-SEEING WORM

Conjuration [Creation]
Level: Sor/Wiz 5
Components: V, S, M
Casting Time: 1 minute
Range: 0 ft.
Effect: One two-inch magic worm
Duration: 1 day/level (but see text) (D)
Saving Throw: Fortitude negates
Spell Resistance: No

Evard researched this unusual spell to serve as a method to aid his allies or to "help" those who pay for his services, and to further his own ability to learn possibly dangerous material without directly placing himself in harm's way. When cast, this spell creates a small, writhing, black worm in the caster's hand. The worm can live for up to one round per caster level before it dies and the spell's effects are wasted.

If the worm is placed in a living creature's mouth before the worm dies, it immediately burrows into the creature's brain. The creature can make a Fortitude saving throw to resist (in which case the worm dies), otherwise the creature takes one point of damage and becomes nauseated for 1d6 rounds. After the nausea passes, the worm grants a +4 competence bonus on Knowledge checks (the type of Knowledge check to be affected is chosen by the caster as the spell is cast) for the spell's duration.

More importantly, the caster of the spell is constantly aware of that creature's location and condition, as if he had cast *status*. The caster can sense the creature's surroundings via its sensory organs by concentrating. As long as the spell persists, the caster gains the same +4 competence bonus on the same Knowledge check as well. Finally, as long as the worm remains in the creature's brain, he suffers a –4 penalty on any saving throw made against the caster's spells.

The spell's duration can be ended early by *remove disease* or *heal*, but creatures immune to diseases are not immune to this spell's effects. The effects cannot be *dispelled*, nor can *break enchantment* end the effect. If allowed to run its full duration and expire naturally (or if the caster dismisses the spell), the worm crawls back out of the creature's brain and into its mouth, dealing a point of damage an nauseating the victim for 1d6 rounds.

Material Component: A *potion of fox's cunning*.

TEST OF THE SMOKING EYE

BY DAVID NOONAN

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"Test of the Smoking Eye" takes the characters to a strangely haunted layer of the Abyss where even demons fear to tread. On the layer known as Occipitus, the PCs deal with rivals who want to create their own evil kingdom there, and they have the chance to learn the layer's secret and even cleanse it of evil. This adventure is designed for a group of four 10th-level characters, and the PCs may reach 12th level by the end of the adventure. You can easily adjust the adventure for larger or smaller parties, as well as for PCs of higher or lower level (see the "Scaling the Adventure" sidebar). When the PCs earn enough experience to gain a higher level, allow them to advance during the course of the adventure. They'll spend almost the entire adventure away from the Material Plane, and opportunities for training are few and far between.

The adventure is part of the Adventure Path that began with "Life's Bazaar" (DUNGEON #97), "Flood Season" (DUNGEON #98), "Zenith Trajectory" (DUNGEON #102), and "The Demonskar Legacy" (DUNGEON #104). If you're playing through these adventures in sequence, the heroes are familiar with the town of Cauldron and should recognize some of the NPCs mentioned in this adventure. If you adjust the opening encounter, you can also play "Test of the Smoking Eye" as a stand-alone scenario, because the rest of the adventure doesn't explicitly rely on knowledge gained from the previous installments in the Adventure Path.

PREPARATION

Running "Test of the Smoking Eye" requires the revised versions of the *Player's Handbook*, *Dungeon Master's Guide*, and *Monster Manual*. One important NPC appears in the *Fiend Folio*, but his statistics are given in full in the text. Access to previous "Adventure Path" episodes is helpful, although "Test of the Smoking Eye" takes place away from the characters' home town of Cauldron.

Before you run a game session of "Test of the Smoking Eye," take a few minutes to familiarize yourself with the abilities of the NPCs in upcoming encounters. This adventure features a number of powerful outsiders that are versatile foes. The better you know what they're capable of, the better you can challenge the players at your table. These monsters are difficult for a DM to run without at least a quick glance ahead of time. It's also worth reviewing the Occipitus section of this adventure, which details the special rules that apply on this layer of the Abyss.

As in previous episodes of the campaign, Campaign Seed sidebars are scattered throughout the adventure. Some of these are developed further in future adventures in this series, while others serve as helpful points at which you can expand the adventure and make it your own.

ADVENTURE BACKGROUND

Centuries ago, a demon army invaded Celestia, intent on rampaging and pillaging as much as they could. The heavenly host repulsed the demonic army, but at great cost: the angels of Celestia had to cast the part of Celestia occupied by the demons into the Abyss, tearing apart the fabric of the plane. This massive chunk of planar matter came to rest on the 507th layer of the Abyss, known as Occipitus to its denizens.

The demon warlord Adimarchus, the fallen angel who led the demon horde to Celestia, acted quickly to incorporate the wreckage of Celestia into Occipitus. In so doing he became the demon lord of the plane, wielding almost limitless power there.

Adimarchus's power grew with each passing year until about 50 years ago, when he made a move against a rival demon lord named Graz'zt. In the midst of a battle between Adimarchus's forces and those of Graz'zt, Adimarchus simply disappeared. Some say Graz'zt killed or captured him, while others say he fled when defeat seemed likely. A few even wonder whether he might have had an attack of conscience and left the Abyss completely on a quest for celestial redemption.

When a demon lord is deposed, there's generally a vicious power struggle between powerful demons, each seeking to control the vacated layer of the Abyss. Not so with Occipitus. While demon armies rushed to it after word of Adimarchus's defeat spread, few tarried overlong because the layer quickly developed a reputation.

Even to demons, Occipitus was a cursed place. Fiends who tarried there seemed to suffer all manner of misfortune, from madness to magical maladies to overly ambitious subordinates. To most demons, the cause seemed obvious; the chunk of Celestia that Occipitus absorbed was somehow still influencing events there. That Adimarchus disappeared at a crucial moment was further proof that Occipitus's curse makes the layer more

trouble than it's worth. It is only sparsely populated today, mostly by unlucky fiends with no place else to go.

About a decade ago, a half-demodand named Kaurophon grew curious about Occipitus and explored the plane. While there he met Saureya, an imprisoned angel who was cast down with Celestia and survived Adimarchus's reign. Saureya told Kaurophon that Adimarchus built a test into the very fabric of Occipitus that prospects had to pass before becoming the new ruler of the layer. Kaurophon attempted this "Test of the Smoking Eye" but failed for reasons he doesn't fully understand (although Saureya knows why). Chastened, Kaurophon left Occipitus for Carceri.

But Kaurophon never forgot Occipitus' secret, and he bided his time. He joined a group called the Cagewrights—a mix of fiends and like-minded creatures from the Material Plane dedicated to building a permanent gateway from Carceri to the Material Plane large enough for an invading army. When a discussion among Kaurophon's fellow Cagewrights turned to a powerful set of do-gooders from the Material Plane, Kaurophon remembered Occipitus and realized that the adventurers would make useful pawns. Perhaps they could pass the Test of the Smoking Eye, and then Kaurophon could either usurp their power directly or influence them from behind the scenes.

Kaurophon has observed the PCs for a time, usually indirectly through agents and minions. What he didn't expect was that the Test of the Smoking Eye would figure prominently in the dying words of a prophetic paladin. Kaurophon is proceeding with his plan, but he's troubled that a paladin also wanted the PCs to undertake the Test of the Smoking Eye.

ADVENTURE SYNOPSIS

For characters playing through the Adventure Path, "Test of the Smoking Eye" begins at the moment "The Demonskar Legacy" ends: with the paladin Alek Tercival's dying demand that the players "seek the sign of the Smoking Eye." Kaurophon arrives on the scene within moments and takes the PCs to Occipitus, promising answers that may save Cauldron's residents from foretold doom.

Kaurophon convinces the characters to undertake the Test of the Smoking Eye, which takes them first to the ruins of a celestial cathedral. From there the test takes them to strange, organic tubes that lead inside the half-skull that is Occipitus's most prominent feature. There they meet Saureya, who tells them more about the nature of the test Kaurophon has urged them to undertake. Finally, the characters confront the final test at the center of Occipitus, deal with Kaurophon's hidden agenda, and decide the future fate of the layer.

CHAPTER ONE: AN UNLIKELY EMISSARY

"Test of the Smoking Eye" begins where "The Demonskar Legacy" left off, with the PCs looking out across the desert wasteland, hundreds of miles from Cauldron. They've just heard the final prophecy of the paladin Alek Tercival, which warned them not to return to Cauldron and instead to seek the "Smoking Eye."

But the PCs weren't the only ones who heard Tercival's dying words. A half-demodand named Kaurophon was scrying the PCs and heard it as well. Kaurophon has been trying to think of

THE STORY SO FAR

As spring warms into summer, changes are afoot in Cauldron, a town built in the crater of a dormant volcano and the PCs' base of operations. A sinister group known as the Cagewrights plan to turn Cauldron into a gateway city that directly connects the lower prison-plane of Carceri to the Material Plane. Then a great fiendish army can rampage across the globe, destroying anything they wish. To open the gateway to Carceri, the Cagewrights are creating artifacts called *soulcages*, each of which contains a Shackleborn—a sacrificial victim doomed from birth by an invisible birthmark. The Cagewrights have a powerful ally in the beholder Vhalantru, who rules the city through secret intimidation, intrigue, and magic.

In "Life's Bazaar" (*Dungeon* #97), the PCs disrupted a kidnapping ring based in an ancient fortress deep beneath the city. One of the kidnapped children was in fact one of the Shackleborn, and his rescue pleased Vhalantru greatly.

In "Flood Season" (*Dungeon* #98), the PCs retrieved several stolen *wands of control water* needed by Cauldron's clergy to control the rising waters of the central lake during the winter rainstorms, overcoming several members of a cult called the Ebon Triad in the process.

In "Zenith Trajectory" (*Dungeon* #102), the PCs' heroic actions against a rampaging umber hulk in the middle of the city caught the attention of the Cagewrights. Several of their agents tricked the unknowing PCs into returning another of the Shackleborn, the dwarf hero Zenith Splintershield, to Cauldron and the Cagewrights' clutches.

In "The Demonskar Legacy" (*Dungeon* #104), the PCs searched for Alek Tercival, a missing paladin key to ending unrest in Cauldron as the Cagewrights' plans grew closer to fruition. The PCs defeated those responsible for manipulating Tercival, but the paladin died shortly after the PCs defeated his tormentors. Tercival used his last breath to tell the PCs, "There is naught left for you in Cauldron, heroes! To return is to enter your own graves and to bring doom upon all you love! Seek the sign of the Smoking Eye if you wish to save them all!"

If you're playing "Test of the Smoking Eye" as a stand-alone adventure, alter Kaurophon's true motivations to meet the needs of your ongoing campaign. As long as he gets the PCs to attempt the Test of the Smoking Eye, the adventure should run smoothly. The characters don't need to trust Kaurophon completely; characters playing through the Adventure Path will almost certainly harbor suspicions.

a way to lure the PCs to Occipitus, and Tercival's prophecy suddenly makes matters much easier. Yet he is troubled—did the paladin know about Kaurophon and Occipitus?

ENTRANCE ROOM (EL 9)

Light: Sunlight from outside.

Sound: Desert wind from outside (automatic).

Reaction: To PCs' discussion of a quick departure (via *teleport*, for example) or a return to Cauldron—Kaurophon's immediate appearance (automatic).

Auras: Faint (Alek's cloak, DC 20, abjuration), faint (Alek's ring, DC 20, conjuration), faint (Alek's armor, DC 18, transmutation), moderate (Alek's sword, DC 22, evocation [good]), dim evil (Nabthatoron the glabrezu's corpse, if he didn't *teleport* away at the end of the fight).

This is where the last adventure left off. It's also where Kaurophon arrives and convinces the characters to accompany him to Occipitus. To get the PCs on his side, he'll create a minor fight, then come to the rescue.

Tercival's final prophecy—"Seek the sign of the Smoking Eye if you wish to save them all!"—plays right into Kaurophon's goals, even if he has to change his plans a bit. Thinking quickly, he casts *invisibility* on himself, then *disguise self* to appear in human form with a tunic emblazoned with a smoking eye shape. He continues *scrying* on the PCs, who undoubtedly discuss what they'll do next. Put yourself in Kaurophon's shoes—you want to learn more about the PCs, but you want to make sure they come with you to Occipitus. If the conversation breaks down or starts to head in a direction you don't like, it's time for Kaurophon to take action. If the players are getting frustrated with their predicament, that's also your cue to act. Kaurophon wants the PCs to undertake healing and other spellcasting, because it's in Kaurophon's interest for the PCs to be at their strongest.

Creatures: When Kaurophon is ready to make his appearance, he uses a scroll to *greater teleport* to the outside of the ancient vault (or someplace else the PCs won't be able to see him); to successfully use this scroll Kaurophon must make a successful caster level check (DC 14). Remember that as long as the scroll doesn't misfire (see DUNGEON MASTER'S *Guide*, page 238), the scroll's spell is not consumed and Kaurophon can try to use it again the next round. Once he arrives, he uses a scroll of *summon monster* IX to summon 1d4+1 babau demons; to use this scroll he must make a successful caster level check (DC 18). Kaurophon briefs the babaus on his plans, then sends them in to attack the PCs. One round after this combat begins, Kaurophon appears in the gap in the vault's wall and attacks the babaus he summoned. If this spell misfires, the babaus attack Kaurophon. Thinking quickly, he flees into the Ancient Vault to lead the demons to the PCs and the combat proceeds as detailed in Tactics below.

Babaus (3): hp 68, 65, 61; *Monster Manual* 40.

Kaurophon: hp 65; see Appendix for stat block.

Tactics: Because the babaus were summoned, they can't make the careful plans that their kind are known for. Instead they rush in and try to set up flanking positions so they can make sneak attacks. Kaurophon has ordered the babaus not to use their *darkness* spell-like ability, because he wants to make sure the PCs see him come to the rescue.

Kaurophon's tactics are simple: wait a round for the fight to start, then come to the PCs' aid by attacking a babau with *magic missile* or by casting a beneficial spell (such as *bear's endurance*) on a PC. He shouts "I'm here to help!" and "Die, demon!" frequently to make his intentions obvious.

Development: The characters should make short work of the babau demons, especially with help from Kaurophon. Only if the PCs are gravely wounded from the events in "The Demonskar Legacy" will this be a tough fight. If the babau demons start to get the upper hand, Kaurophon dismisses them as a standard action while pulling out a blank scroll and pretending to read a *dismissal* spell from it. Characters with *detect magic*, *arcane sight*, or similar magic might be able to tell that he didn't actually use the scroll.

Once the PCs defeat the babaus, Kaurophon has a sales pitch to make.

Ad-Hoc Experience Award: Although normally you wouldn't award experience points for monsters summoned by magic (since they are technically part of the summoner's CR), go ahead and award experience points for the three babaus encountered here; this award represents the defeat of the babaus as much as it does forging an alliance with Kaurophon.

INVITATION TO OCCIPITUS

The PCs have a new ally, who introduces himself as Kaurophon and briefly explains that he was sent "by the power of the Smoking Eye" to guide the PCs to the outer plane of Occipitus. If the PCs can pass the Test of the Smoking Eye, Kaurophon says, they can cleanse Occipitus of evil and win a great victory for the forces of good.

Kaurophon should be pretty convincing. What he says matches Tercival's dying words, he's wearing a smoking eye symbol, and he just helped the PCs. Plus he offers an immediate way out for characters stranded in the desert by a one-way portal. But PCs are naturally suspicious, and they'll undoubtedly question Kaurophon further.

Kaurophon's whole plan relies on the PCs' trust—or at least the allaying of their immediate suspicions. He submits willingly to divination spells, relying on his +8 Will save bonus, his +19 Bluff bonus, and his ability to tell partial truths to defeat Sense Motive checks and such spells as *discern lies* and *zone of truth*.

Kaurophon's likely answers to PC questions are listed below. They aren't necessarily intended to be read aloud verbatim. Adjust them so they make sense within the ongoing conversation—and add anything Kaurophon may have overheard before he teleported to the ancient vault. Choose your words with care—Kaurophon lies if he has to, but he can accomplish more by leaving out parts of the truth.

What's Occipitus? What's the Smoking Eye? "It's another plane, once part of Celestia but now corrupted and consumed

ADDING NEW PCS

If some PCs died during the course of "The Demonskar Legacy"—or if you just have some new players—you'll need to introduce them to the rest of the PCs somehow.

It's possible that a new PC might wander into the entrance chamber from the desert wastes. They may be lost and dehydrated, or they might have been sent to join the party by a village shaman or a strange series of prophetic dreams.

If a player is willing to sit out the first encounter, it's easier to add the PC when Kaurophon takes the PCs to Occipitus. The new PC was recently stranded on Occipitus by a planar rift, a trapped portal, or a spell that sent him to a random plane (such as *prismatic spray* or *dismissal*).

by evil. I've traveled its lands for years, and I think I've uncovered the secret of controlling the plane and cleansing it." (True)

Who lives there? "Few creatures do. Even demons regard it as haunted, because the light of good still shines there. Yet the evil is so strong that the angels of Celestia count it as lost forever. Unfortunately, some demons and other creatures have moved there, trying to pass the Test of the Smoking Eye and expunge what good remains there." (True)

Where is it? "It is part of the Abyss right now. But if the right person passes the Test of the Smoking Eye, he could separate it from the Lower Planes. Perhaps it would become a demiplane, or perhaps it would again become part of Celestia. (True, although Kaurophon isn't saying that the process might take centuries.)

What is Occipitus like? "In the center of Occipitus is a half-buried skull the size of a mountain, and from its eye comes perpetual flame that fills the sky. Around it are parts of what was once Celestia, mixed with a strange, almost living landscape: Occipitus's original evil." (True)

What are you? "I'm a planar traveler, and I've wandered the planes for hundreds of your years. Because I was born of an illicit dalliance between fiend and human, I'm welcome nowhere. Perhaps my heritage is the reason I want to help someone pass the Test of the Smoking Eye and purify Occipitus. But I'm not one for introspection." (True)

What is the Test of the Smoking Eye? "It's a test created by the former ruler of the plane, who disappeared years ago. Whoever passes the Test of the Smoking Eye becomes the new rightful ruler of Occipitus. I know the test has three parts, each hidden somewhere on Occipitus. Passing the first part of the test reveals the location of the second part, and so on. I stumbled upon the location of the first test, but I'm not powerful enough to pass it. The prophet's final words give me hope that you have sufficient power." (True; Kaurophon doesn't know who Tercival is, so he refers to him only as "the prophet.")

What's the first part of the test? "You must enter a hidden chamber within a ruined Celestial cathedral. There you must choose one of two doors: one with a bebilith demon behind it and one with an avoral guardinal." (True. If pressed about what happened to him, Kaurophon lies: "I chose correctly and battled the bebilith, but it was too strong for me. I was lucky to escape with my life.")

How'd you get here? "Much to my surprise, I found myself here just moments after I heard the prophet's words inside my head. I suppose that I'm the "sign of the Smoking Eye" he talked about. (True, although Kaurophon is leaving out that the "words inside my head" were the result of his own *scrying* spell.)

What's in it for you? "I want to see a new direction for Occipitus, and I have the sense that it has a crucial role to play in the battle between good and evil." (True, although Kaurophon's idea of a "new direction" and a "crucial role" is unstated because it's probably at odds with the PCs' sensibilities. If pressed, Kaurophon lies, saying "I want to see evil expunged from Occipitus—then I'll have a place I can call home.")

We need to buy more gear/rest and heal first. "If it's truly necessary, so be it, but beware! Rivals of unsurpassed evil lurk near the first part of the Test. If we wait too long, they'll gain a lead on us. Besides, I know of places on Occipitus where healing is easier, and a place I suspect holds Celestial weapons of great power." (True; Kaurophon is referring to the Cathedral of Feathers and the Plain of Cysts respectively.)

Rivals? "Yes, some demons dream of ruling Occipitus themselves and remaking the place as a plane of pure evil. I know of at least two such groups—one led by a succubus and another led by a renegade rakshasa. They're close to finding the first part of the test."

What if we get stranded there? "I've prepared a few scrolls of *plane shift* for you. Simply read them, and you'll be transported back to the Material Plane." (True, and a DC 26 Spellcraft check or *read magic* spell verifies that the scrolls are genuine.)

Where'd those babaus come from? "If I had to guess, I'd say that your recent actions against the forces of evil got you noticed by someone, and that someone sent the babaus out to finish you off." (True; if Nabthatoron's body is present he suggests the possibility that slaying the glabrezu may have triggered some sort of conjuration spell to call the demons.)

You're evil! "You're detecting my unfortunate heritage—the fiendish blood that flows through my veins. Just as I'm trying to purify my own soul, so too am I trying to end the battle between good and evil on Occipitus. I hope that someday my aura will be as pure as yours." (True, although Kaurophon is choosing his words with great care.)

You're using an illusion! "My true form isn't as pleasant as this one, and I wanted to make sure you'd hear my plea." (True)

INDEPENDENT RESEARCH

The PCs are stranded in the middle of the desert, but that doesn't mean they're without the ability to check up on what Kaurophon is saying.

Knowledge Checks: A DC 20 Knowledge (the planes) check is sufficient to know that Occipitus is indeed a layer of the Abyss that most demons regard as cursed or haunted. A DC 25 check reveals the layer's history in brief: After a great battle between good and evil, part of Celestia was pulled through a planar rift and landed in Occipitus. A DC 30 check reveals details of the battle, including the name of Adimarchus and the reason for the planar rift. It also provides a brief physical description of the plane that matches Kaurophon's description.

Bardic Knowledge: As above, with the same DCs.

Divination Spells: *Divination*, *contact other plane*, and *commune* spells deliver accurate results, but the answers are colored somewhat by the desire of good and lawful deities to see Occipitus cleansed of evil. For example, answers might downplay the danger of going to Occipitus and emphasize the importance of the Test of the Smoking Eye. If a cleric uses one of these spells to inquire about Kaurophon, the answers are truthful, but include an extra clause that pushes the PCs toward Occipitus anyway. For example, if a cleric uses *commune* to ask "Is Kau-

rophon planning to betray us?" the answer might be "Yes, but he'll succeed only in betraying himself." If a cleric asks, "Is this a trap?" the answer might be "Yes, but beyond the trap lies your destiny and Cauldron's salvation."

PREPARING TO LEAVE

Once the PCs have had their questions answered and made preparations, Kaurophon gives each of up to three spellcasting PCs a scroll of *plane shift*. Then he bids the PCs link hands and they *plane shift* to Occipitus. Kaurophon uses his *lesser amulet of the planes* to accomplish this, although he won't advertise the fact that he's carrying such a valuable item.

Kaurophon is in somewhat of a hurry, because he's worried about the rival test-takers and he wants the PCs on Occipitus before the Cagewrights put into motion other plans for them. But he knows the PCs need to be at their best, so he'll encourage spell preparation, healing, and other reasonable preparations.

CHAPTER TWO: CATHEDRAL OF FEATHERS

After the opening chapter, the PCs probably spend the rest of the adventure in Occipitus, the 507th layer of the Abyss. While most of the Abyss is crawling with demons, Occipitus has areas where the power of good hasn't been completely expunged, so many fiends give the layer a wide berth.

Which isn't to say that Occipitus is a hospitable place to visit. When part of the celestial landscape fell into Occipitus, Adimarchus used the power of the layer itself to consume the wreckage. This had the side effect of twisting Occipitus into the vaguely organic layer it is today. And the consumption of the celestial landscape is neither complete nor a one-way process. Parts of Occipitus remain a testament to the enduring power of good.

Occipitus appears as a great basin surrounded by impossibly steep mountains that rise to the sky. Near the center of the basin is a low mountain that looks like a half-buried skull. Amoeba-like blobs of fire continually issue forth from the skull's exposed eye, rising to form the sky and streaming to the mountaintops that form the basin. The fiery blobs, known as plasms, bathe the entire landscape in a reddish light.

Despite its unusual nature, Occipitus is still a part of the Abyss, and the layer is mildly evil-aligned and mildly chaos-aligned. Lawful or good characters take a –2 circumstance penalty on all Charisma-based checks. Lawful good characters suffer a –4 penalty.

The Skull: While the mountain-sized skull appears to be made of bone from a distance, a close inspection reveals that it's made of a chalky, white rock. The DC for Climb checks up the skull is 30 because the rock is prone to crumble without warning. While the mountain isn't hollow like a real skull would be, it does have a few interior chambers detailed in Chapter Four of this adventure. The few creatures who know about the chambers access them through an underground tube hidden just south of the skull.

The skull has no major features other than the eye socket from which the plasms issue. Because the plasms are exceptionally dangerous, few venture into the eye socket. Because the skull is visible from almost anywhere on Occipitus, it's a useful landmark for the layer's denizens.

Occipitus Sky: The sky has thousands of plasms full of fire and evil energy streaming to the far edges of the layer. The plasms aren't alive, but they do respond to life by moving nearer to it. Characters who fly too near the fiery sky find themselves trapped in a swarm of plasms drawn to their life energy. A plasm deals 8d6 points of fire damage and 8d6 points of unholy damage to anyone who touches it. Each plasm takes up four 5-foot squares, has a fly speed of 30 ft. (perfect), and has an effective Initiative of +0. Every round on its turn, a plasm moves toward the closest living creature within 120 feet. Like a swarm, a plasm takes up any four adjacent squares. They're not living creatures, though; they don't have hit points and can't be hurt by weapons or most magic. A plasm is dispersed if it takes 100 points each of cold and holy damage in a round.

The lowest plasms float 200 feet above the surface of the layer, but at a few points an eddy of plasms floats low enough to be attracted by creatures on the ground. Then the plasm descends, rising only when it no longer has living creatures within 120 feet. At 400 feet off the ground, there's an unbroken mass of plasms, all drifting toward the edge of the layer.

If you're running an aerial encounter on Occipitus, randomly scatter four-square plasms across roughly a quarter (between 200 and 300 feet) or half (between 300 and 400 feet) of the encounter map. Few creatures venture above 400 feet, where the plasms cover every square. During a plasm eddy, scatter four-square plasms across a quarter of the encounter map, no matter what the altitude. Such eddies are effectively CR 9 hazards.

Flying creatures on Occipitus notice another unusual aspect to the plane: there's no wind.

Flats: The "ground" on Occipitus is a fleshy, springy surface, warm and slightly damp to the touch. Nothing grows in the grayish-red substance. It can't be dug, only cut into chunks and removed. It's not alive, however.

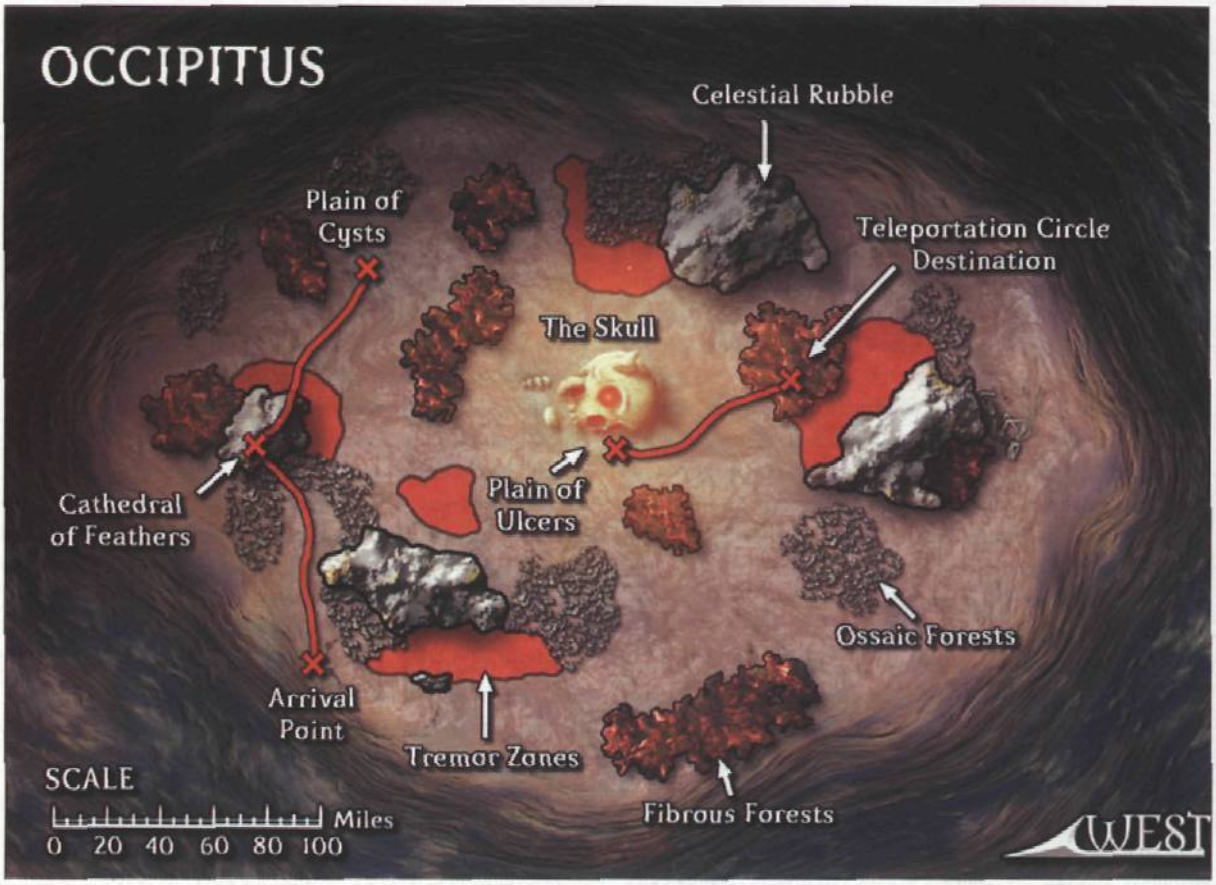
The flats stretch unbroken for miles, but the traveler to Occipitus quickly notices variations in the flats that add to its skinlike quality. Some patches of flat have thick, hairlike fibers emerging from them, while others have surface variations reminiscent of scales and wrinkles.

Because the flats are spongy, characters gain a +2 bonus on Tumble and Move Silently checks there.

Characters walking the flats may notice some other features common to the terrain, including the following.

Ulcers: What the denizens of Occipitus call "ulcers" are 5-foot or 10-foot wide holes in the flat surface. The ulcers generate caustic, bubbling red liquid—sometimes just a seepage, but otherwise what looks like a fountain. The ulcer fluid isn't blood, but it looks and smells like it.

The seeping ulcers simply have a shallow pool of ulcer fluid around them. Such pools are usually about a foot deep and 20 to



30 feet across. It costs 2 squares of movement to move into a square with a shallow pool, and the DC of Tumble checks in such squares increases by 2. Fountain ulcers have a similar pool around them, but above the pool floats a pink mist—miniscule droplets of the ulcer fluid. The mist provides concealment and damages creatures within it. The fountain itself is usually 1d4 × 10 feet tall, with mist rising to half the fountain's height.

Regardless of whether it's a liquid or a mist, ulcer fluid deals 1d4 points of acid damage per round of contact if kept continuously warm.

Celestial Rubble: Part of Celestia has been subsumed into the pervasive evil of Occipitus, but some parts remain as a reminder of the layer's celestial origins. While some specific locations are detailed in Chapters Two and Three of the adventure, the wreckage of Celestia has been scattered across Occipitus. Such areas have dense rubble in half of the available squares, and ruined structures—usually stone walls, partial statues, or intricately carved monoliths—scattered across another 10% of the encounter map.

A square of dense rubble costs 2 squares of movement to enter. Dense rubble adds 5 to the DC of Balance and Tumble checks, and it adds 2 to the DC of Move Silently checks.

Unlike the rest of Occipitus, areas of celestial rubble aren't evil- or chaos-aligned.

Tremor Zones: Parts of Occipitus—often but not always near celestial rubble—quiver continuously, as if a minor earthquake were always going on there. A typical tremor zone has a 100-foot radius. Within that range, the vibrations are enough to knock a character over. Every round at initiative point 0, every character within a tremor zone must resist a trip attempt from the tremors; the tremors have a +0 Strength bonus. Characters who fail the opposed check are knocked prone.

Ossaic Forests: Formed of a chalky, crumbling substance, the ossaic forests are collections of gently curving columns that pierce the spongy surface of the layer. Visitors from the Material Plane often say they look like massive rib-bones thrust into the air. Within the ossaic forests, about a quarter of the squares on an encounter map have columns within them, and another 25% of the squares have rubble from toppled columns.

The columns take up an entire space and have AC 3, hardness 5, and 300 hp. They stretch (1d4+2) × 10 feet tall and take a DC 20 check to climb. The rubble doesn't slow movement, but it does add 2 to the DC of Balance and Tumble checks.

Fibrous Forests: Some parts of Occipitus have house-sized tangles of fleshy, ropelike plants that feed off the layer's surface. Although they aren't living creatures, these tangles of fibers slowly attempt to consume creatures who stay in one place too long. Creatures within 20 feet of a tangle who spend more than a round in the same square find that some of the tendrils attempt a grapple against them at initiative point 0. Individually, the tendrils aren't effective against foes who resist them; they have a total grapple bonus of +0. If a tendril succeeds at a

grapple, it attempts to pin a foe during each successive round. The fiber tangles don't deal any damage. If they pin a helpless or dead foe, they'll slowly consume him at the rate of one point of Constitution drain per hour.

Even a 5-foot step each round is enough to keep the fiber tendrils at bay. Travelers can walk through the forest for hours without seeing a single tangle move.

To draw an encounter in the fibrous forests, draw enough tangles on the map so that most but not all the squares are within reach of one or more tangles. Each tangle takes up four to nine adjacent squares. Tangles are 5 feet tall if they take up four to six squares and 10 feet tall if they take up seven or more squares.

RANDOM OCCIPITUS ENCOUNTERS

What the PCs encounter on Occipitus depends on the terrain.

Table 2–1: Flats Encounters (EL 10)

d%	Encounter	Average EL
01–10	1 hezrou demon	11
11–30	1d3 vrock demons	11
31–40	1 gray slaad	10
41–60	1d4+2 babau demons	10
61–65	1 green slaad	9
66–75	1d3 chaos beasts	9
76–85	1d3 fiendish dire lions*	9
86–90	1 succubus and 1 half-fiend cleric	9
91–100	5d6 fiendish bison*	8

* *Described in appendix.*

Table 2–2: Ossaic Forest Encounters (EL 10)

d%	Encounter	Average EL
01–10	1 hezrou demon	11
11–25	1d3 vrock demons	11
26–50	1d4+3 babau demons	10
51–70	1d4+3 fiendish centaur Rgr2*	10
71–80	1d3 chaos beasts	9
81–95	1d4+3 fiendish owlbears*	9
96–100	5d6 fiendish bison*	8

* *Described in appendix.*

Table 2–3: Fibrous Forest Encounters (EL 11)

d%	Encounter	Average EL
01–20	1d3 hezrou demons	13
21–35	1d3 fiendish dire bears*	11
36–50	1d3 vrock demons	11
51–65	1d4+2 babau demons	10
66–85	1d4+2 fiendish girallons*	10
86–100	1d3 greater shadows	10

* *Described in appendix.*

Table 2–4: Aerial Encounters (EL 11)

d%	Encounter	Average EL
01–10	1 nalfeshnee demon	14
11–35	1d4+2 vrock demons	13
36–50	1d4+2 fiendish wyverns*	11
51–60	1d3 greater shadows	10
61–90	Plasm eddy**	9
91–100	1d4+3 fiendish giant eagles*	8

* *Described in appendix.*

** *Described in Occipitus section above.*

Table 2–5: Celestial Rubble Encounters (EL 10)

d%	Encounter	Average EL
01–10	1 leonal guardinal	12
11–30	1d3+1 spectres	10
31–45	1 couatl	10
46–55	1 stone golem	10
56–70	1d3 green slaads	9
71–100	1d3 ghost Ftr5	9

Table 2–6: Skull Encounters (EL 12)

d%	Encounter	Average EL
01–10	1 nalfeshnee demon	14
11–25	1d4+2 vrock demons	13
26–45	1d3 hezrou demons	13
46–55	1d4+2 babau demons	10
56–65	1d3 greater shadows	10
66–80	1d3 succubus demons	9
81–100	Plasm eddy**	9

** *Described in Occipitus section above.*

ARRIVAL ON OCCIPITUS

Light: Flames from the plasms overhead (as sunlight).

Sound: Faint crackling from the sky (automatic).

Reaction: None.

Auras: Faint evil (plane as a whole).

Kaurophon's *plane shift* isn't accurate enough to drop the PCs right at the Cathedral of Feathers. Because the PCs can't *teleport* to a place they've never been, they face an overland journey.

With a flash you find yourself standing on an open plain, linking hands with your comrades. The sky seems to be made of flame, bathing everything in a reddish glow. Off in the distance looms the skull Kaurophon described: a white monolith the size of a small mountain. Clouds of flame stream from the skull's single exposed eye socket and up into the sky. About a half-mile ahead stands a cluster of gently curving white pillars, almost as if giant rib bones had been stuck in the ground.

In the distance behind you is a steep mountain ridge whose top seems to touch the fiery sky. It stretches around the entire horizon—as if you were standing inside a vast bowl with a fiery lid. The ground beneath you is spongy and wrinkled. It's more like skin than dirt.

Based on landmarks such as the Skull and the ridge mountains, Kaurophon estimates that the PCs are about 100 miles from the Cathedral of Feathers, the location of the first part of the test. He points out the direction of travel through the ossaic forest and lets the PCs handle the travel plans.

Kaurophon warns the PCs about the dangers of flying: "It's safe as long as you stay close to the ground. But fly too high and you'll attract the plasms, which will destroy you in a conflagration of fire and absolute evil."

If the PCs can fly over the ossaic forest, it's a 92-mile journey to the Cathedral. If they're traveling overland, it's 110 miles.

If the PCs don't have a way to feed themselves on the way, Kaurophon suggests hunting fiendish bison. PCs can also make Survival checks to forage (DC 10; you feed one extra person for every 2 points by which your check result exceeds 10).

On the path from the *plane shift* point to the Cathedral of Feathers, there's an 8% chance per hour of an encounter, whether the PCs are traveling or have made camp. If an encounter occurs, use the relevant encounter table described in the Occipitus section above.

THE CATHEDRAL OF FEATHERS

Eventually the PCs' journey leads them to the Cathedral of Feathers, a ruined structure once part of Celestia. Shortly after the cathedral fell into Occipitus, Adimarchus installed the first part of the Test of the Smoking Eye underneath the cathedral. Mindful of the strange properties of the layer, Adimarchus ensured that his successors would have the necessary heritage to control an evil layer tinged with good. Specifically, he created an abjuration similar to *forbiddance* that prevents anyone born of the Lower Planes from entering the antechamber or either of the Test Rooms.

The abjuration has thus far stymied Liuvesh, a succubus who also seeks to pass the test. Frustrated at her inability to enter the antechamber, she's staked out the cathedral, hoping to capture other test-takers and wring the secret of the test from them.

PROPERTIES OF THE CATHEDRAL OF FEATHERS

Because the cathedral sits within an area of Celestial rubble, characters don't suffer the –2 or –4 penalties on Charisma-based checks due to the plane's evil- and chaos-aligned trait. The cathedral has areas of light and heavy rubble (mostly fallen stone and wrecked furniture) strewn across its floors. The cathedral itself is tilted because it sits on a slight slope. The angle is just enough to make Balance and Tumble checks more difficult (–2 circumstance penalty within the cathedral).

Unless stated otherwise, the ceilings are 20 feet tall, the floors are flagstone, and the walls are superior masonry. The rooms on the ground floor have great holes in their roofs, so flying or climbing PCs need not enter through the narthex.

Celestial Flashback: The interior of the cathedral is imbued with a phenomenon known as celestial flashback. Every round, there's a 10% chance that the ruined cathedral transforms back into the version of the cathedral that once graced the slopes of Mount Celestia. Such a transformation only lasts for a round, but it's a complete transformation. The cathedral temporarily becomes whole, it regains the magic traits it once had, and anyone inside is effectively standing in Celestia.

Celestial flashback has the following effects:

- All spells with the Good or Law descriptors and those from the Healing subschool are automatically empowered (as the metamagic feat), although such spells don't use up higher-level spell slots.
- All walls are undamaged, and there's no rubble on the floor. The furniture is magically whole, candles glow in wall sconces, and the air is filled with gentle breezes heavy with incense. The tilt of the floor disappears. Characters who can see out doors or windows see verdant alpine meadows, not the rubble-strewn landscape of Occipitus. Golden sunlight, not the red-tinged light of Occipitus, fills the cathedral.
- While the building truly changes, the views out the windows aren't real; it's more like the windows are remembering what they're supposed to show you. Characters who leave the cathedral during a flashback find themselves standing in Occipitus, looking at a ruined cathedral.
- The entire cathedral is *consecrated* and *hallowed*. Attached to the *hallow* effect is a *bless* spell that affects all lawful or good creatures. If evil creatures are inside the cathedral during a flashback, they aren't forced out by *hallow*'s *magic circle against evil* effect, but no evil creature can enter the cathedral during a flashback.
- The air is filled with downy feathers. They aren't numerous enough to provide concealment, and they don't have any game effect.
- No changes are evident from outside the cathedral.

When the characters are engaged in combat inside the cathedral, roll for celestial flashback at initiative point 0 each round. If there's a flashback, it lasts until the end of the following initiative point 0.

NARTHEX (EL 9)

Light: Flames from the plasms overhead (as sunlight).

Sound: None, or voices (if driders are casting spells; Listen DC 5; Listen DC 15 reveals it's spellcasting and Spellcraft DC 16 [*mage armor, silent image*] or DC 17 [*invisibility*] reveals which spell).

Reaction: To PCs outside exterior doors—driders prepare according to Tactics section (automatic unless PCs are moving silently); to sounds of battle—Liuvesh and Arrokh prepare ambush in the Sanctuary, as described in their tactics section (Listen DC 10).

Auras: Faint (*levitate*, DC 17, transmutation), faint (*invisibility*, DC 17, illusion), faint (*silent image*, DC 16, illusion), faint (*mage armor*, DC 16, conjuration), faint good (cathedral), faint evil (driders).

To enter the narthex from outside the cathedral, the PCs must force open a stuck set of stone doors (Strength DC 28). Because they're double doors, up to three other PCs can assist the strongest PC. Remind the PCs that they can take 20 on this check, spending 2 minutes straining at the door. If they take 20, they succeed as long as the strongest character has a Strength score of 18 or higher.

The information above and the content of the boxed text assume that the PCs give the driders enough time to cast spells beforehand. Adjust accordingly if the PCs confound their efforts; read the last sentence only if the driders cast *silent image*.

> With a grinding sound, the doors swing open to reveal what was once a beautiful cathedral. The remnants of tapestries hang on the cracked stone walls, and broken furniture and fallen stonework cover much of the floor.
>
> In the wall opposite is another set of stone doors. But between you and the doors is a gaping hole in the flagstone floor that descends into darkness.

Creatures: The driders are floating near the ceiling, directly above the doorway to the exterior. They cast spells as soon as they see anyone enter the room.

Driders (2): hp 42, 47; *Monster Manual* 89.

Tactics: If the driders hear the PCs coming, one uses its *clairaudience/clairvoyance* spell-like ability to observe who's outside the door while the other one casts a *silent image* of an open pit in the floor. In the second round, they both cast *invisibility*. In the third round, they both cast *levitate* and rise to the roof, where they hang upside-down and await the PCs. In the fourth round, they cast *mage armor*.

When the PCs enter the narthex, one drider casts *web* to keep them there while the other fires a *lightning bolt* from the ceiling. They'll repeat in the second round, each drider casting the other spell. Then they'll use *magic missiles*, their *dispel magic* spell-like ability, and *rays of enfeeblement* (against heavily armored PCs, if possible) before gently floating downward to engage in melee.

CAMPAIGN SEED: THE FATE OF ADIMARCHUS

So what happened to Adimarchus after he challenged Graz'zt? Graz'zt enjoys boasting that he slew the fallen angel, but the other demon princes are quick to point out that Graz'zt has never been able to provide physical proof of this deed. What cannot be disputed, though, is the fact that after the battle, Adimarchus was simply and utterly gone. If anyone knows the truth about his fate, they have kept it secret for nearly five decades.

In fact, Adimarchus' fate is closely tied to the troubles facing Cauldron. Expect this mystery to be further developed in future installments of the **Shackled City Adventure Path**.

SANCTUARY (EL 11)

Light: Flames from the plasms overhead (as sunlight).

Sound: Gentle rustling of paper (Listen DC 20).

Reaction: To sounds of battle—driders prepare ambush in Narthex, as described in their tactics section (Listen DC 10).

Auras: Strong (Arrokh's longspear, DC 21, transmutation), overwhelming evil (Arrokh), strong evil (Liuvash), faint good (cathedral).

> This room has a vaulted ceiling some 60 feet high at the apex, supported with buttresses but showing several gaping holes in the roof. Most of the floor is a sea of debris—collapsed archways, shattered glass, and broken pews—but a clear path leads down the center of the room. Several large piles of debris still smolder and smoke.
>
> Where an altar undoubtedly once stood is now a rough-hewn statue, propped up on stones so it doesn't tilt like everything else in the cathedral. The statue depicts an obscenely fat biped with the head of a ram. Black silk hanging from nearby pillars gives the statue the appearance of bat wings.

The statue was left here by followers of Orcus who briefly contemplated taking over Occipitus after Adimarchus's disappearance. Orcus called them back to his home on the 113th layer of the Abyss after several months because he had higher-priority missions for them there.

Of more immediate concern are the two evil outsiders lying in wait for the PCs.

Creatures: This is where the celestials used to worship before the cathedral was cast down into the Abyss. Now a succubus and a noble salamander lurk in wait for the PCs.

Liuvash, Succubus: hp 36; *Monster Manual* 47.
Possessions: +1 wounding spear.

Arrokh, Noble Salamander: hp 110; *Monster Manual* 219.
Possessions: +3 longspear.

Tactics: If Liuvash and Arrokh hear the PCs fighting the driders, they move into ambush position: Liuvash perched high among the buttresses but within 50 feet of the door, and Arrokh behind the statue. Their preferred tactic is to wait until PCs enter the sanctuary (readying actions if they beat the PCs on an initiative check), then have Liuvash swoop down and kiss a PC while Arrokh uses his *wall of fire* to split the party and keep other PCs from interrupting Liuvash and the hopefully smitten PC. Then Arrokh will use more *walls of fire* and *fireballs* to harry the party, hoping to draw them into melee with him rather than with Liuvash. Liuvash relies on her fire resistance 10 and doesn't mind taking a little damage from Arrokh's spell-like abilities. Liuvash resorts to melee with her +1 *wounding spear* only as an act of desperation.

If things go poorly for Liuvash, she'll ask to parley while attempting to *charm* or make a *suggestion* to a PC. Arrokh has a similar backup plan: grappling and constricting a PC, then using the hostage to bargain for his escape.

If Liuvash and Arrokh are surprised, Arrokh is idly moving a *flaming sphere* from debris pile to debris pile while Liuvash studies a book she found propping open the door to the meditation chambers. She's looking for clues, but she won't find any in the celestial hymnal she's studying.

Treasure: A set of four golden candelabras that are worth 250 gp each sits on a partially ruined shelf.

Development: Characters who reach the eastern end of the sanctuary find a set of stairs heading down; these stairs lead to the antechamber and the first part of the Test of the Smoking Eye. A DC 10 Craft (stonemason) check is sufficient to notice that the stairway wasn't put in by the same artisans who built the cathedral—in this case, Adimarchus had the lower level created after the Cathedral of Feathers fell into the Abyss.

LIBRARY (EL 10)

Light: None.

Sound: Gentle rustling of paper (automatic within the Library, Listen DC 10 through the door).

Reaction: None.

Auras: Strong (book trap, DC 21, abjuration), faint good (cathedral).

> Before you is a ruined library, with broken shelves lining the walls and sheaves of parchment littering the floor. Strangely, the library's books float in midair, lazily circling the center of the room. Each book is open, and the pages flap like bird's wings as they orbit an unseen point.

Unlike the other rooms on the ground floor, the library has an intact ceiling and walls. Although the interior is wrecked, the library contains the remnant of a powerful trap left by the cathedral's celestial guardians.

Trap: The books are themselves a trap. If anyone enters the room or disturbs a book's flight, 2d6 books pull out of their orbit and fly toward the intruder. Each book attacks with a +10 melee touch attack and deals 2d8 points of holy damage on a hit. Books that miss land harmlessly on the ground and become normal books; books that successfully hit are destroyed in a flash of light. Characters who remain in the room or continue to disturb books face a barrage of 2d6 books per round until they retreat or the 200 floating books are destroyed or inert on the ground. Keep track of how many books activate each round.

Flying Book Trap: CR 10; magical; proximity trigger; special reset (trap is gone when no books remain); 2d6 +10 melee touch attacks (2d8 holy damage each); multiple targets (anyone in the room or disturbing the books from outside it); Search DC 31; Disable Device DC 31.

Treasure: Most of the books are celestial religious texts and hymnals. A few are old enough to be worth a great deal to book collectors; three of them are worth 1,000 gp each, but it takes a DC 25 Appraise check to discern which books are valuable.

MEDITATION CHAMBER

Light: Flames from the plasms overhead (as sunlight).

Sound: Gentle rustling of paper (Listen DC 25).
Reaction: None.
Auras: Faint good (cathedral).

Frescoes of angels cover the walls of this large, open room, although most have been scraped from the wall or otherwise defaced. The rugs on the floor are stained and torn, and much of the furniture—mostly chairs and end tables—is missing legs or has ruined cushions. In neat rows across the room are a series of empty pedestals. Two piles contain broken statuary, ripped oil paintings, and a lot of wooden debris.

This room was once an art gallery where worshipers could engage in prayer amid objects of inspiring beauty. Most of the statues, oil paintings, and other great works are long gone, but persistent PCs can still glean treasure from the celestial ruins.

The room has been ransacked, but the looters weren't exactly art critics. Accordingly, some valuable items remain. Because the place is such a mess, it may take some time to find and identify some rich pieces of celestial art. Ten squares contain undamaged art, and an equal number contain just broken frames, defaced portraits, waterlogged books, and other detritus. It takes a PC a full-round action to search a square, and a minute to appraise a found item. If a PC takes 20 on both checks, it takes 22 minutes per square (and if the PCs have secured the rest of the building, you may want to suggest this option to the players). Each square has Search and Appraise DCs listed for the treasure it contains. All these art objects are rare, exotic items, so PCs who fail the Appraise checks don't realize that what they're holding is valuable.

Kaurophon complains that the PCs are taking too long searching for treasure—until the PCs pull something valuable out of the debris. As long as the rest of the cathedral is secure, Kaurophon's greed gets the better of him at this point and he offers to help search in exchange for a share of the treasure.

Treasure: The squares with treasure have the following DCs:

East Pile 1: Platinum and teak music box (1,000 gp), Search DC 15, Appraise DC 20.

East Pile 2: Rolled-up oil portrait of a lillend (100 gp), Search DC 20, Appraise DC 15.

East Pile 3: Masterwork ivory harp with golden strings (750 gp), Search DC 15, Appraise DC 25.

West Pile 1: Statuette of Kyurek, favored of Pelor (150 gp), Search DC 20, Appraise DC 20.

West Pile 2: Embroidered silk mantle (100 gp), Search DC 20, Appraise DC 20.

West Wall 1: Slightly torn oil portrait of Lake Empyrea (200 gp), Search DC 15, Appraise DC 25.

North Wall 1: Lightning-bolt amulet carved in ebony (150 gp), Search DC 20, Appraise DC 20.

North Wall 2: Blown-glass hurricane lamp (100 gp), Search DC 20, Appraise DC 15.

North Wall 3: Torn oil portrait of Sacrima the planetar (350 gp), Search DC 15, Appraise DC 20.

East Wall 1: Gold cup set with sapphires (2,500 gp), Search DC 20, Appraise DC 15.

ANTECHAMBER (EL 15)

Light: *Continual flame* torches set in sconces on each wall.
Sound: None.
Reaction: None.
Auras: Strong (Adimarchus's ward, DC 25, abjuration), moderate (mummy's half-plate, DC 19, abjuration), faint (mummy's cloak, DC 17, abjuration), faint (mummy's ring, DC 16, abjuration), faint (mummy's brooch, DC 16, abjuration), strong evil (mummy lord), faint evil (plane as a whole).

The stone stairway descends about 40 feet, ending in a landing that opens into a square room roughly hewn from the granite underneath the cathedral. The heady scent of spices—cloves and cinnamon, among others—fills the air. Sitting at an oak desk in the center of the room is a withered, dessicated corpse covered in a strange mix of funereal wrappings and golden-filigree armor. Both the north and south walls have iron doors in them.

As soon as the PCs make their presence known, the corpse at the desk rises to its feet. Any PC who sees the mummy lord must immediately make a successful Will save (DC 17) or be paralyzed with fear for 1d4 rounds. The mummy lord, Adimarchus's proctor for the first part of the exam, explains the test.

The corpse lifts both hands, showing they're empty, then speaks: "Adimarchus, Most Potent Ruler of Occipitus, bids you welcome to the Test of the Smoking Eye. If you are here, then Occipitus lies fallow, without a strong hand to guide its development. Know then that you are a pretender to Adimarchus's throne. If you are worthy, step forward and undertake the Test of Judgment."

One withered hand points to the north door. "Behind that door lies Thathnak the bebilith." The corpse points in the other direction. "Behind that door lies Halalia the avoral guardinal." Choose one door, slay the occupant behind it, then pass through the door on the other side. I will meet you there."

Creature: The mummy lord prefers not to answer questions. It won't bother the PCs, who can make whatever preparations they like before entering the room. It only attacks if it is itself attacked first.

Mummy Lord: hp 95; *Monster Manual* 190. This mummy lord has the Travel domain rather than Protection, so it has *teleport, dimension door,* and *longstrider* prepared rather than *slay living, spell immunity,* and *sanctuary* respectively.

Tactics: The mummy lord fights cautiously because it is bound by an oath to Adimarchus to administer the test until Occipitus has a new ruler. The creature casts *spell resistance*

and *divine power* before unleashing its offensive spells such as *dismissal* and *insect plague*. The mummy lord castigates PCs who attack it, saying "What student is so foolish as to attack the proctor of the test?" The mummy lord doesn't pursue PCs who retreat.

Development: Kaurophon can't pass further than the landing because he was born on a Lower Plane. He offers to stay behind and act as a guard. If the players insist, he'll angrily demonstrate that he physically can't enter the antechamber. Kaurophon claims that he doesn't know why he can't enter the antechamber, but he's lying. Kaurophon waits for the PCs just outside the cathedral, and he'll *scry* on their progress if he can.

NORTH CHAMBER (EL 10)

Light: Phosphorescent glow from the silk bridges (shadowy illumination).

Sound: None.

Reaction: None.

Auras: Overwhelming evil (bebilith), faint evil (plane as a whole).

> Two things dominate this vast chamber: a series of wooden platforms that form a network of bridges, seemingly connected by fine silken cords, and a massive, misshapen spider with red eyes and fangs that drip steaming saliva. You can see a door at the far end of the chamber. The ceiling is 30 feet above you, and the floor, covered in spikes, is 30 feet below.

Creature: As the mummy promised, this room has a bebilith in it with murder on its mind. Immediately roll initiative, because Thathnak attacks anything that comes through the door—even Adimarchus himself.

Thathnak, Bebilith: hp 158; *Monster Manual* 42.

Tactics: At first, the bebilith is a straightforward combatant, using its web on the first PC it sees, then charging it. It makes full attacks as often as it can, hoping to poison foes and rend their armor.

Against foes who aren't immobilized by the bebilith's web, the demon has a few other tricks it can employ. It can bull rush a foe off the bridge; this provokes an attack of opportunity, but then the bebilith makes a +17 bull rush check (+19 if charging) opposed by the PC's Strength check. If the bebilith wins, it pushes the PC back 5 feet plus 5 more feet for every 5 points by which it won the opposed check. The bebilith can also grapple a foe (+29 bonus), then climb to the ceiling (at half speed with a successful grapple check) and drop the PC onto the spikes (6d6 falling damage, plus 1d4 spikes attack at +10 for 1d4+3 and 1 Con).

If the bridge comes apart as described in the Development section below, the bebilith uses its Climb speed to attack from the walls or ceiling if it can. With a Jump bonus of +28, it's also adept at leaping gaps in the bridge network.

Development: The silk cords that connect the bridge segments to one another cannot withstand much damage. If a bridge square takes 20 points of damage, it falls, sending anyone standing on it to the spikes below. The bebilith is Huge, so it won't fall unless five of the bridge squares beneath it fall. The

bridge falls apart in segments because it is heavily tethered to the walls by a vast network of silken strands.

Falling: If a combatant is bull rushed off the bridge, or a bridge segment collapses, the creature takes 3d6 points of damage and lands on 1d4 spikes. Each spike attacks with a +10 bonus, dealing 1d4+3 points of damage, plus 1 point of temporary Constitution damage (courtesy of years of residue from the bebilith's toxic drool). If the bebilith falls, it doesn't take the Constitution damage because it's immune to its own toxins.

SOUTH CHAMBER (EL 9)

Light: None.

Sound: None.

Reaction: None.

Auras: Faint (*magic circle against good*, DC 18, abjuration), overwhelming good (avoral guardinal), overwhelming evil (Adimarchus's calling diagram), faint evil (plane as a whole).

> Hundreds of tin bird cages hang from the ceiling of this chamber. In the end of the otherwise featureless room is a circle of powdered silver. Inside is a forlorn-looking creature with a hawklike face, white bird wings, and taloned feet.

Creature: Adimarchus trapped the avoral guardinal here with a *planar binding* spell and a calling diagram. If the characters disturb the diagram, the avoral guardian is freed. The avoral guardinal has been trapped here for decades, and he just wants to go home. He pleads with the PCs to free him by disturbing the circle of powdered silver that traps him.

The avoral guardinal's initial attitude is unfriendly, because he deeply distrusts anyone he meets in the Abyss. He doesn't know or care about the Test of the Smoking Eye, but he still helps any creature he feels he can trust. He addresses the PCs in Celestial first, then switches to common if they don't understand. He uses *true seeing* to discern any subterfuge the PCs may employ.

Halalia, Avoral Guardinal: hp 66, *Monster Manual* 141.

Tactics: If the PCs attack the avoral, he fights back as best he can. If he's still trapped inside the circle, he uses *lightning bolt*, *hold person*, *dispel magic*, *magic missile*, and his fear aura against PCs. If a drawn-out melee develops, he protects himself as best he can with *blur* and *magic circle against evil* and heals himself with his lay on hands ability.

Development: After the PCs talk to the avoral guardinal for about a minute, all the PCs should make Diplomacy, Bluff, or Intimidate checks depending on the tenor of the conversation. The following circumstance modifiers apply: PCs demonstrate that they're good by speaking Celestial, casting good spells, or displaying holy symbols of good-aligned gods (+2); PCs free the guardinal (+4); PCs give the guardinal a way to get back to Elysium (+8); PCs display connection to evil gods or demons (–4); PCs describe their intention to rule Occipitus (–8). The PCs can aid another on this check, or they can each make their own rolls. If they chose to make their own rolls, only the highest result counts.

Hostile (result less than 5): The guardinal attacks as detailed in **Tactics**.

Unfriendly (result 5–14): The guardinal verbally challenges the PCs, referring to them repeatedly as "evildoers, or worse yet, the duped minions of evil." He'll urge them to turn from their evil ways, but he won't attack unless he's attacked first.

Indifferent (result 15–24): The guardinal remains aloof and distrustful. "Many a demon so deep in the Abyss wears a kind face, but it's all illusion and lies." If freed, he simply departs, seeking his own way home to Elysium.

Friendly (result 25–39): The guardinal uses his healing and other spell-like abilities on behalf of the PCs and aids them in any battles near the Cathedral of Feathers. But he won't go elsewhere on Occipitus, opting instead to wait in the cathedral until he can figure out a way to get home.

Helpful (result 40 or more): As above, but the guardinal joins the PCs' quest no matter where on Occipitus it takes them. Kaurophon is none too pleased when he finds out, naturally, but begrudgingly agrees to play along.

Ad-Hoc Experience Award: If the PCs free the guardinal, award them experience equal to what they would receive for defeating it in combat.

CHAMBER OF THE LANTERN

Light: Continual *flame* torches set in sconces on each wall, and *lantern of guidance*.

Sound: None.

Reaction: Two rounds after PCs open door—mummy lord arrives (automatic).

Auras: Strong (*lantern of guidance*, DC 22, divination), moderate (*permanent image*, DC 20, illusion), strong evil (mummy lord), faint evil (plane as a whole).

Before you read this boxed text, find out whether any of the PCs speak Abyssal. If none speak it, omit the translation of the inscription.

> Frescoes depicting a black-feathered angel in battle with hordes of demons and devils cover the walls of this room. Where the wall meets the ceiling is a sentence carved into the granite, repeated over and over again as it encircles the room: "Know who made you."
>
> The room's only other feature is a tall stairway leading to a dais. On the dais is a lantern attached to a four-foot pole by a short length of chain. A string of red sigils glows in midair, surrounding the dais at a 10-foot distance.

The sigils are just a *permanent image* (caster level 20th) concocted by Adimarchus to look like a trap. They'll probably keep the PCs from grabbing the *lantern* before the mummy lord has a chance to enter the room.

This encounter proceeds in one of two ways.

If the PCs Have Defeated the Bebilith: They have passed the first part of the test, so the mummy lord appears in a flash of light, solemnly marches up the stairs, picks up the *lantern*, and hands it to the PCs. It ignores the PCs unless they attack it directly, and even then, it just protects itself and doesn't fight back until it's discharged its duty and delivered the *lantern*.

As it hands the *lantern* to the PCs (which one doesn't matter), read the following:

> "Heed the words of Adimarchus," intones the mummy. "You have passed the Test of Judgment. Attend to the wisdom of Adimarchus! Always deal with rivals first, and enemies second. This lantern shall guide you to the second test: the Test of Resolve." There's a flash of light, and the mummy is gone.

The beam from the *lantern of guidance* points back out the chamber (either through the north or south chamber, whichever one the PCs entered through), then out of the cathedral.

If the PCs Haven't Defeated the Bebilith Yet: The mummy appears, but it tries to drive the PCs back from the Chamber of the Lantern. Read the following:

> With a flash of light the mummy appears. "Fools! Don't seek a reward you don't deserve! Return and begin anew!"

Everyone should roll initiative at this point. The mummy uses spells or melee attacks to get the PCs to retreat, but it doesn't pursue them beyond this room, instead waiting here for them to finish. Every round, it repeats its desire that the PCs retreat.

Development: If the PCs reenter the cathedral after they defeated the bebilith, and if there are more good PCs in the party than evil ones, they notice that the celestial flashbacks now happen 25% of the time. If they reenter the cathedral after they've completed the second part of the test, they notice that the celestial flashbacks happen 50% of the time. Occipitus is adapting to the possibility of a new, good-aligned ruler.

Ad-Hoc Experience Award: Award experience for the mummy lord only if the PCs defeat it in battle, not if it disappears at the conclusion of its message.

CHAPTER THREE: PLAIN OF CYSTS

The beam from the *lantern of guidance* takes the PCs across the surface of Occipitus again, leading them on another overland journey. The PCs won't realize it until they arrive, but their des-

THE FIRST TEST

It might seem that Adimarchus was hoping for a good successor, because the right answer to the first test involves slaying a demon rather than a guardinal. But Adimarchus was evil to the core. The real lesson in the Test of Judgment is implied in the proctor's words: "Deal with rivals first, and enemies second." Adimarchus wanted future rulers of Occipitus to know that just because a creature shares your alignment doesn't make it your ally.

tination is the Plain of Cysts, one of the battlefields where demon fought angel until the entire plain was cast into the Abyss. It's an 80-mile journey.

On the path from the Cathedral of Feathers to the Plain of Cysts, there's an 8% chance per hour of an encounter, except in the celestial rubble, where the chance of an encounter is only 5%. If an encounter occurs, use the relevant encounter table described in the Occipitus section above.

A CELESTIAL BATTLEFIELD, FALLEN TO THE ABYSS

Light: Flames from the plasms overhead (as sunlight).

Sound: None.

Reaction: Five encounters listed below occur at DM's discretion.

Auras: Faint evil (plane as a whole), faint good (contents of cysts). Other auras are listed in the specific encounters.

> Once you reach the top of a low ridge, you see a plain where some rock and soil mixes with the strange, fleshy firmament of Occipitus. Dozens of broken weapons, shields, and the occasional bone litter the ground. Every 20 feet or so, a translucent ovoid—like a cocoon of some kind—lies on the ground. Each has a black tube on one end that disappears into the ground at the other. Bipedal silhouettes are visible in some of the nearer ovoids.

Kaurophon explains that the essence of the slain demons was absorbed back into the Abyss almost immediately, but that Occipitus still struggles to absorb the fallen celestials. Hence the cysts, each of which contains the body of a celestial or a good-aligned object. "Some demons say that the more the cysts…'digest' is the word, I suppose…the angels, the more good is infused into Occipitus and the more dangerous it becomes for fiends here," he explains.

Most cysts take up two adjacent squares and are 5 feet tall, although some are "doubles" that are 10 feet square and 10 feet tall. To the touch, a cyst feels like it's made of gelatin, soft and slightly quivering whenever disturbed. Each cyst has 200 hit points, although 20 points of damage with a slashing weapon is sufficient to carve into them enough to get at whatever's inside.

THE TEST OF RESOLVE

Unlike the first part of the Test of the Smoking Eye, the second part doesn't involve defeating a particular enemy. Instead, the character bearing the *lantern* must walk the path outlined on the map without stopping overlong or diverging from it. Specifically, at the end of the lantern-bearer's turn, he or she must be at least 15 feet farther down the path than the lantern-bearer was at the start of the turn. If he isn't, the lantern-bearer and any other creature within 20 feet—friend or foe—is teleported back to the ridge where the test begins. The 15-foot-wide path isn't marked in any way, but the *lantern of guidance* shows the way clearly.

The PCs won't have any idea what's going on at first, and they might be teleported back to the start several times before they figure out what the test of resolve entails. That's OK, as long as the players are enjoying themselves as they wrestle with the mystery of the involuntary teleporting. The players will probably make incorrect assumptions about why they were teleported back to the beginning, such as "you aren't supposed to mess with the cysts" or "you aren't supposed to fight the demons." But the reality of the test is this: Adimarchus wants to make sure his successors can focus on the task at hand and aren't distracted by riches or pointless battles.

Accordingly, it's your job as DM to provide the distractions. Five encounters appear below, but they aren't keyed to specific locations on the path. Use your own judgment and sense of pacing to spring them on the PCs in whatever order you like.

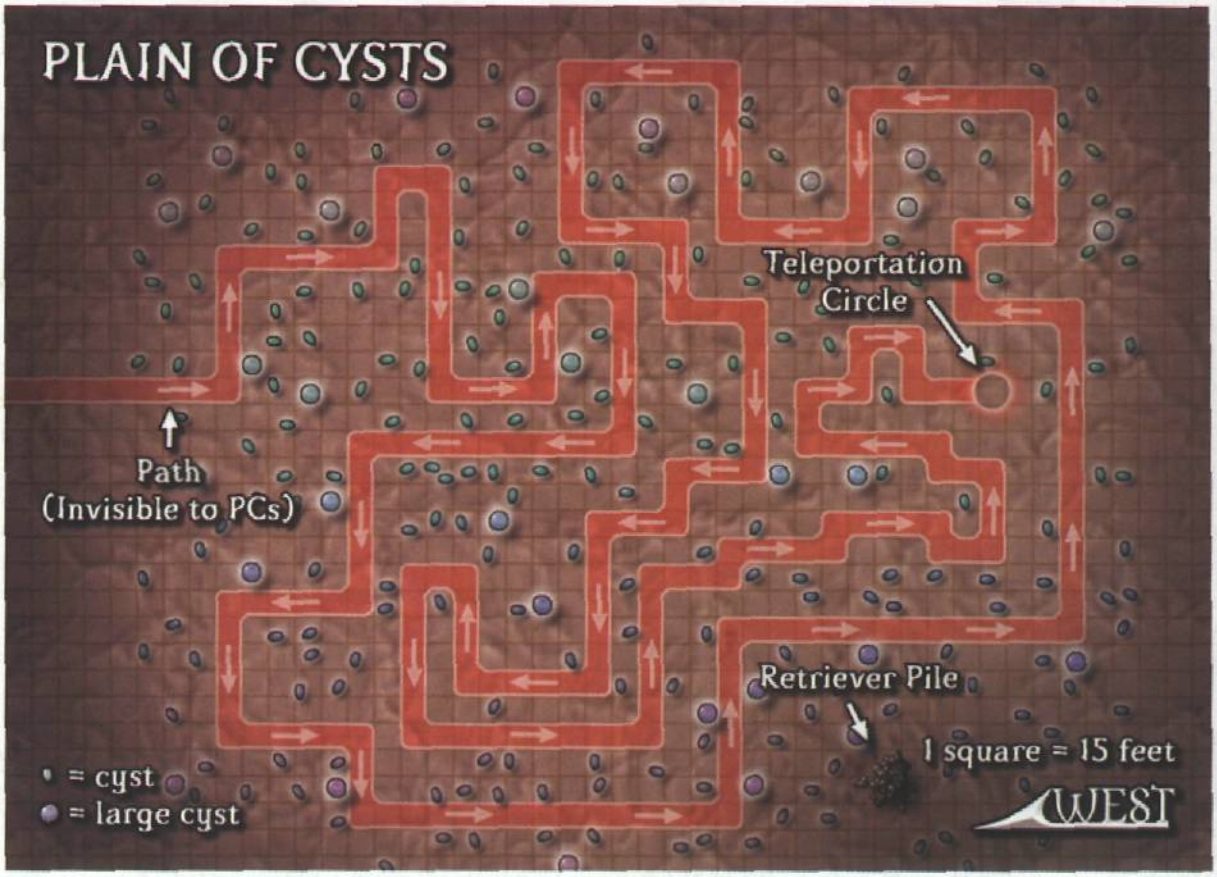
If the PCs get hopelessly stuck or frustrated by the second part of the test, you can have Saureya (described in the Tube Entrance encounter in Chapter Four) fly by and explain to the PCs how the test works. But bail the players out only if you're sure that they will never figure it out on their own.

NEW MAGIC ITEM: LANTERN OF GUIDANCE

A miniature bullseye lantern chained to a 4-foot length of dark-wood, a *lantern of guidance* never goes out except within areas of magical *darkness*—neither the strongest wind nor full immersion in water can douse its silvery flame. But its true power lies in its ability to unerringly guide the lantern-bearer toward one of three specific locations. This functions as a *find the path* spell; the *lantern*'s light always shines in the correct direction of travel, and the lantern-bearer has an instinctive sense of any physical actions to take (such as avoiding trip wires or speaking passwords to avoid magic *glyphs*). Up to three locations can be programmed into a *lantern of guidance* when it is created. If the lantern-bearer brings the lantern to the first location, it immediately switches to the second location and leads the bearer in that direction. Likewise, when the lantern-bearer reaches the second location, the *lantern* immediately switches to the third location. Once the third location is reached, the *lantern* loses its guidance ability forever.

It's not immediately apparent from looking at the *lantern*, but because it's a fairly small lantern connected to a sturdy handle by a short length of chain, it's an effective heavy mace. The *lantern*'s creators knew that its light would often take the lantern-bearer into harm's way, so they enhanced the item to function as a +2 *heavy flail*. This property remains even after the *lantern of guidance* has successfully guided a bearer to all three of its pre-set locations.

Strong divination; CL 12th; Craft Magic Arms and Armor, *find the path;* Price 10,000 gp.



ABYSSAL BASILISK (EL 12)

Auras: Overwhelming evil (basilisk; will stun *detect evil* caster of 9 HD or less for 1 round).

> From behind a particularly large cyst crawls a spiny-backed lizard with eight legs. It fixes its brightly glowing, green eyes on you and licks its drooling lips.

Creature: The basilisk wandered into the plain of cysts several weeks ago, and it's quite hungry. It attacks immediately.

Abyssal Greater Basilisk: hp 188; *Monster Manual* 24.

Tactics: The basilisk hopes to turn all but one of its foes to stone, then use its smite good bite on the remaining enemy, kill it, and eat it. It closes to within 30 feet as quickly as possible.

Because the basilisk has a gaze attack, make sure each PC within 30 feet states at the beginning of his or her turn whether he or she is looking at the basilisk (Fort save DC 21), averting eyes (the basilisk gets concealment from you, but there's a 50% chance you won't have to attempt the save), or closing eyes completely (giving the basilisk total concealment, but no save required).

EASY RICHES

Auras: Moderate (holy sword, DC 18, evocation) moderate (full plate, DC 19, abjuration), moderate (shield, DC 19, abjuration), faint (breastplate, DC 17, abjuration), moderate (scroll, DC 19, conjuration), faint (cloak, DC 17, abjuration), faint (bracers, DC 17, transmutation).

Start this encounter by having the PCs make Spot checks. If any of them get a result of 15 or higher, read the following.

> To your left you spy a cyst with a glowing, golden longsword inside. Deeper into the cyst you the glint of other metallic objects.

The cysts aren't dense enough to block divination spells such as *detect magic*, so the PCs can examine the objects before they retrieve them. The PCs have found something all too rare in a D&D game: worthy treasure just lying around, theirs for the taking. But keep close track of where the lantern-bearer is standing. If the lantern-bearer steps off the path or pauses while others do, it's back to the beginning for anyone nearby.

Treasure: The contents of this cyst are a *+1 holy bastard sword*, a *cloak of resistance +3*, and a set of *lesser bracers of archery*. The body upon which these items once rested has been absorbed by Occipitus.

Development: After finding the treasure in this cyst, the PCs might attempt a more comprehensive search of every cyst, hoping to find other treasure troves. Kaurophon objects vehemently, even if the PCs offer him a share of the loot. He pleads with the characters to proceed with the Test: "These treasures have been here for years—certainly they can rest another day or two, can they not?" The avoral guardinal likewise finds opening

the cysts distasteful—"even the demons respected the fallen better than that." The involuntary teleportation also thwarts dedicated tomb-robbing, unless the PCs figure out why the teleportation is occurring.

But NPC objections and involuntary teleportation are both surmountable obstacles. It will take the PCs 80 hours of cyst-searching (divided by the number of PCs) to clean out of the Field of Cysts. During this time there's a 15% chance per hour of a random encounter on the Fibrous Forests table. After eight hours, the PCs uncover a 4th-level treasure. A total of ten such treasures lie within the cysts (determine contents as described in Chapter Three of the *Dungeon Master's Guide*).

RETRIEVER (EL 11)

Auras: Faint evil (retriever).

Start this encounter with Listen and Spot checks (DC 20 on both). Adapt the following boxed text depending on the PCs' success or failure.

> To your right you hear a hiss, and you see an insectoid leg peeking out from behind a cyst.

Creature: The retriever is busy excavating a ruined suit of spiked plate mail from the ground, so the PCs can potentially surprise it. The retriever has a Listen bonus of +0 and a Spot bonus of +0. It attacks the PCs as soon as it's aware of their presence.

Retriever: hp 135; *Monster Manual* 46.

Tactics: The retriever remains at range if it can, cycling through its eye rays in the following order: fire, cold, electricity, petrification. It prefers to move out from behind a cyst, fire an eye ray, then move back behind the cyst to gain cover. The first creature to damage the retriever becomes its focus for the rest of the fight. When it focuses its efforts on one PC, it hopes to render the PC unconscious or dead, then drag it back to its junk pile (marked on the map). Once the retriever is dragging someone away, it ignores attacks until it's reduced to one-quarter of its hit points or less. It then focuses on the PC who brought it below one-quarter of its hit points.

Treasure: Characters who examine the retriever's junk pile discover a *+1 unholy dagger*, a suit of masterwork full plate, 190 pp, 3,200 gp, and 5,950 sp.

NOT DEAD YET (EL 10)

Auras: Strong good (couatl).

Start this encounter with a DC 25 Spot check. Characters who succeed see the following.

> A cyst ahead of you contains a brilliantly colored feathered serpent within it. You see its wing make a feeble twitch.

Rescuing the couatl from the cyst is simply a matter of carving in through the translucent goo. Even when removed from

the cyst, the couatl remains unconscious. Several slashing wounds across its sinuous form bleed sluggishly.

Creature: The couatl is named Tiluklatl. He fell unconscious during the battle, and suffered a trip through a planar rift into the Abyss, the formation of its cyst, and partial absorption into the fabric of Occipitus. He doesn't awaken until he receives a *remove curse* or *break enchantment* spell. Tiluklatl is otherwise stable at –3 hit points, so he can't do anything until he gets some healing.

Even if the PCs are able to restore him to consciousness, Tiluklatl is disoriented and prone to lashing out at anyone in sight. The PCs must do some fast talking to keep him from attacking them.

Tiluklatl, Male Couatl: hp 60 (currently –3), *Monster Manual* 37.

Development: Tiluklatl's starting attitude is unfriendly. The following circumstance modifiers apply to Diplomacy or Intimidate checks to adjust his attitude: PCs heal him so he has 30 or more hit points (+2 to Diplomacy); PCs ask for help getting the avoral guardinal home (+2 to Diplomacy); PCs explain what's happened since Tiluklatl was knocked out (+4 to Diplomacy); PCs display connection to evil gods or demons (–4 to Diplomacy, +2 to Intimidate); PCs describe their intention to rule Occipitus (–8 to Diplomacy, +4 to Intimidate).

Hostile (result less than 5): Tiluklatl attacks, either because he's completely disoriented or because he doesn't trust the PCs. He grabs a Small or light PC, grapples and constricts him or her, then flies into the sky before jettisoning his opponent. Tiluklatl doesn't know about the plasms, so he may attract them.

Unfriendly (result 5–14): Tiluklatl simply flees with his *plane shift* spell-like ability.

Indifferent (result 15–24): Tiluklatl scans the group with *detect evil* and *detect chaos*. If he finds no chaotic or evil creatures among the PCs, he thanks them briefly, questions them using *detect thoughts*, then leaves with *plane shift*. If chaotic or evil creatures are present, he *plane shifts* away.

Friendly (result 25–39): As above, but Tiluklatl is willing to accept a group with one or two chaotic members. If he trusts a group after the questioning, he uses his spells and spell-like abilities on their behalf before *plane shifting* away with the avoral guardinal.

Helpful (result 40 or more): As above, but Tiluklatl joins the PCs' quest. If the avoral guardinal needs to get back to Elysium, the couatl *plane shifts* there, then *plane shifts* back to Occipitus to try to find the PCs.

WEE JAS GRAVE ROBBERS (EL 11)

Auras: Moderate (*plane shift* scroll, DC 19, conjuration), moderate (*flame strike* scroll, DC 19, evocation), 3 moderate (assassin armor, DC 19, abjuration), faint (*cure serious wounds* scroll, DC 17, conjuration), faint (*dispel magic* scroll, DC 17, abjuration), faint (*speak with dead* scroll, DC 17, necromancy), 3 faint (assas-

sin daggers, DC 17, transmutation), faint (cleric armor, DC 17, abjuration), faint (cleric spear, DC 17, transmutation), 3 faint (assassin potions, DC 16, illusion).

Have the characters make Listen checks at the start of this encounter. Those PCs who get a result of 10 or higher hear the following.

> You hear a low muttering coming from ahead and to the right. Between two cysts you spot four human-shaped figures cloaked in black. One of them is holding a skull aloft, while the others look around as they lean on their shovels.

Creatures: The cloaked figures are followers of Wee Jas on the trail of a powerful magic item known in lore as the *lens of the blacksun*. They've just completed a *speak with dead* spell cast on the skull of a celestial who died during the demon invasion of Celestia.

Wee Jas Assassins, Male and Female Human Rog5/Asn2 (3): CR 7; Medium humanoid (human); HD 7d6+7; hp 34, 33, 32; Init +3; Spd 30 ft.; AC 17, touch 13, flat-footed 14; Base Atk +4; Grp +5; Atk +9 melee (1d4+3 plus poison/19–20, +1 *dagger*) or +8 ranged (1d4+2 plus poison/19–20, dagger); Full Atk +9 melee (1d4+3 plus poison/19–20, +1 *dagger*) or +8 ranged (1d4+2 plus poison/19–20, dagger); SA death attack (DC 13), poison use, spells, sneak attack +4d6; SQ evasion, uncanny dodge, trapfinding, trap sense +1; AL LE; SV Fort +2, Ref +10, Will +1; Str 14, Dex 16, Con 12, Int 13, Wis 10, Cha 8.

Skills: Balance +13, Bluff +9, Diplomacy +1, Disguise +7, Hide +13, Intimidate +9, Jump +12, Listen +8, Move Silently +13, Spot +10, Tumble +15.

Feats: Dodge, Point Blank Shot, Weapon Finesse, Weapon Focus (dagger).

Spells Known (2; save DC 11 + spell level): 1st—*jump, obscuring mist, true strike.*

Possessions: +1 *dagger,* +1 *studded leather armor, potion of invisibility,* 5 daggers, 6 doses of giant wasp poison (1d6 Dex/1d6 Dex; Fort DC 18).

Velasia, Wee Jas Cleric, Female Human Clr7: CR 7; Medium humanoid (human); HD 7d8+7; hp 40; Init +1; Spd 20 ft.; AC 20, touch 11, flat-footed 19; Base Atk +5; Grp +7; Atk +9 melee (1d8+4/×3, +1 *spear*) or +8 melee touch (spell); Full Atk +9 melee (1d8+4/×3, +1 *spear*) or +8 melee touch (spell); SA spells, rebuke undead; SQ —; AL LE; SV Fort +6, Ref +3, Will +8; Str 14, Dex 12, Con 13, Int 10, Wis 16, Cha 8.

Skills: Concentration +11, Knowledge (religion) +10, Spellcraft +10.

Feats: Spell Focus (necromancy), Toughness, Weapon Focus (unarmed strike), Weapon Focus (spear).

Spells Prepared (6/5+1/4+1/3+1/1+1; save DC 13 + spell level; 14 + spell level for necromancy): 0—*cure minor wounds, detect magic, guidance, light, read magic, purify food and drink;* 1st—*cause fear*[N*], *cure light wounds, divine favor, detect evil, sanctuary, shield of faith;* 2nd— *bear's endurance, cure moderate wounds, death knell*[N*], *lesser restoration, silence;* 3rd—*contagion*[N], *cure serious wounds, dispel magic*[*], *protection from fire;* 4th—*death ward*[N*], *divine power.*

N: Necromancy spell; also, remember that all *inflict wound* spells are necromancy as well.

*Domain Spell; *Domains:* Death (death touch 1/day, damage 7d6), Magic (use magic items as 3rd-level wizard).

Possessions: +1 *full plate,* +1 *spear,* scroll of *flame strike,* scroll of *plane shift,* scroll of *cure serious wounds,* scroll of *speak with dead,* scroll of *dispel magic.*

Tactics: Two of the assassins maneuver into flanking positions, preferably against front-line melee fighters, and then make sneak attacks with their poisoned blades. The third hides or turns invisible, makes a death attack after studying a PC for 3 rounds, then hides again. If possible, the cleric casts *divine power* and *bear's endurance* before entering melee combat herself. Once the cleric enters the fray, the assassins tumble away from their targets and try to attack spellcasters instead.

END OF THE PATH (EL 15)

The end of the winding path across the Plain of Cysts is a well-hidden, permanent *teleportation circle.* Characters who step into it are taken to a clearing in the middle of a fibrous forest (marked on the map), where another mummy lord proctor is present. But this mummy isn't alone.

Light: Flames from the plasms overhead (as sunlight).

Sound: None.

Reaction: Tendrils from the fibrous clumps wave slowly in the PCs direction (automatic).

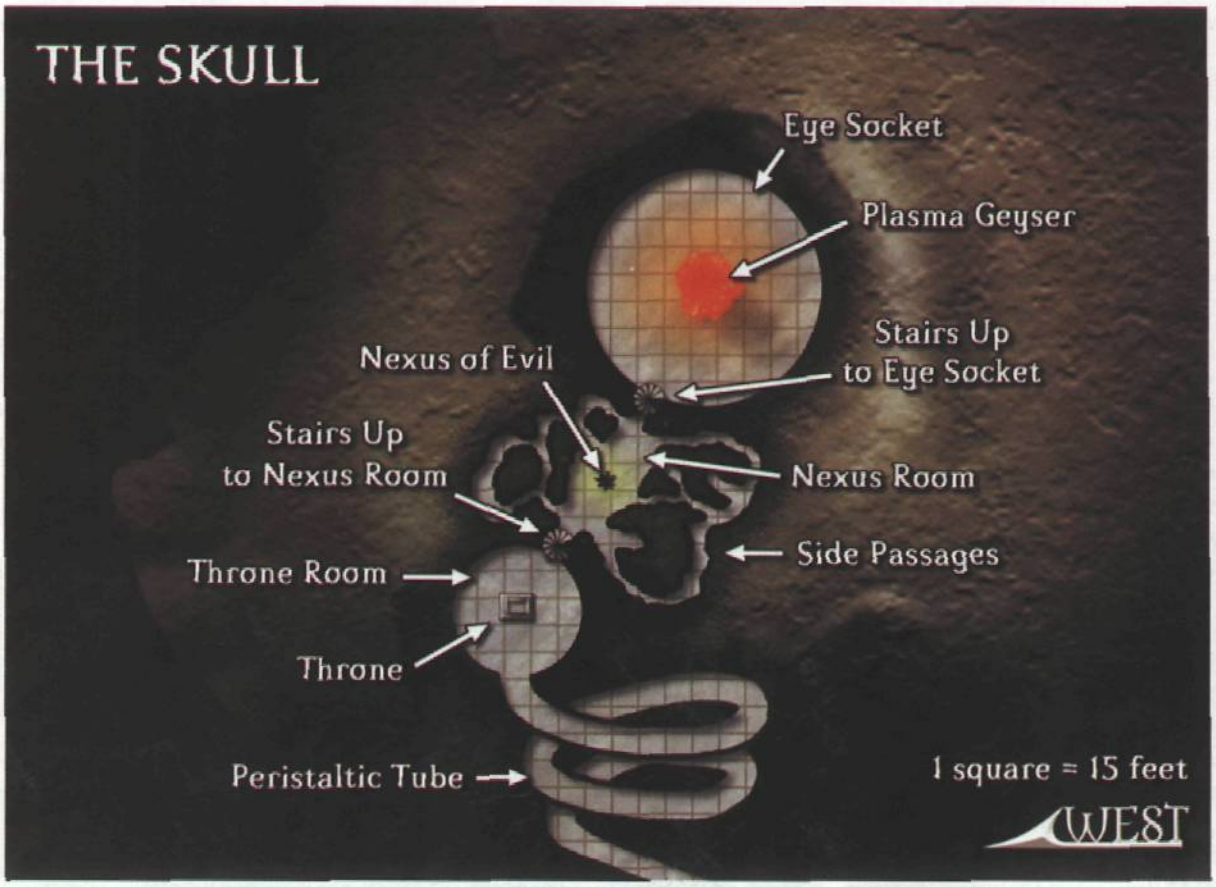
Auras: Dim (lingering aura from *teleportation circle* lasts 1d6 × 10 minutes, DC 24, conjuration) strong evil (mummy lord), faint evil (plane as a whole).

> With a lurch in your stomach, you realize you're teleporting again. But this time you don't reappear on the edge of the Plain of Cysts. You appear in a clearing, surrounded by fibrous growths that sprout from the spongy ground and waver in the air, some reaching 10 feet tall. Another mummy stands before you.
>
> "Heed the words of Adimarchus," intones the mummy. "You have passed the Test of Resolve. Attend to the wisdom of Adimarchus! Let neither riches nor weaponry, neither allies nor enemies, tempt you from your course. Instead, spread such distractions before your rivals. The lantern shall guide you to the final test: the Test of Sacrifice. Your ascension to the throne of Adimarchus draws nigh!" The mummy then vanishes in a flash of acrid smoke and wet light.

Creature: If the PCs interrupt the mummy, it ignores them. If they attack the mummy, it fights back to the best of its ability, reciting the above text as it fights.

Mummy Lord: hp 95; *Monster Manual* 190. This mummy lord has the Travel domain rather than Protection, so it has *teleport, dimension door,* and *longstrider* prepared rather than *slay living, spell immunity,* and *sanctuary* respectively.

Ad-Hoc Experience Award: Award experience for the mummy lord only if the PCs defeat it in battle, not if it teleports away at the conclusion of its message.



CHAPTER FOUR: SECRETS OF THE SKULL

Once the PCs arrive in the fibrous forest clearing, the *lantern of guidance* points directly at the Skull. Once again, the PCs have an overland journey ahead of them, although this one is only 50 miles long. Characters who correctly guess that the Skull is the destination can simply *teleport* there and avoid the rigors of the journey altogether.

On the path from the teleportation point to the Skull, there's a 15% chance per hour of an encounter. Once the PCs enter the Plain of Ulcers, though, they have no encounters except for the one detailed below with Vorkaire the dragon. If an encounter occurs, use the relevant encounter table described in the Occipitus section above.

PLAIN OF ULCERS (EL 11)

Light: Flames from the plasms overhead (as sunlight).
Sound: Bubbling from fountain ulcers (automatic).
Reaction: To PCs approaching the Skull; Vorkaire attacks.
Auras: Moderate evil (Vorkaire the dragon), faint evil (plane as a whole).

About a half-mile from the skull, the flat Occipitus plain on which the PCs have been traveling develops more frequent ulcers, described in the Occipitus section above. Most are of the seeping variety, but occasionally the PCs pass by a fountain ulcer.

Eventually the ulcers take up much of the terrain, and the PCs wind their way through them on their way to the Skull. That's when they draw the attention of Vorkaire, an adult black dragon hunting for fresh meat.

Creature: This is a straightforward fight—Vorkaire is looking for food because he's tired of fiendish buffalo meat. The PCs are the first travelers he's seen in days, mostly because a lot of Occipitus's other denizens don't go into the ulcer field—they know the dragon hunts there.

Vorkaire, Adult Black Dragon: CR 11; Large dragon (water); HD 19d12+76; hp 194; Init +0; Spd 60 ft, fly 150 ft.

CAMPAIGN SEED: FRIENDS IN HIGH PLACES

Although the majority of this adventure takes place on the Abyss, the PCs have several opportunities to befriend powerful celestial creatures. If Halalia, Tiluklatl, or even Saureya survive this adventure on good terms with the PCs, they can be called upon later in the campaign with spells like *planar ally*. Any of these celestials may have ties to Nidrama, a movanic deva that has long served as a guardian for the Cauldron region, and if the PCs befriended her in "The Demonskar Legacy," their allies on the Upper Planes can grow to be quite extensive. These allies can even intervene on the PCs' behalf later in the campaign if you feel that they need assistance at a crucial moment.

(poor), swim 60 ft.; AC 27, touch 9, flat-footed 27; Base Atk +19; Grp +29; Atk +25 melee (2d6+6, bite); Full Atk +25 melee (2d6+6, bite) and +20 melee (1d8+3, 2 claws), and +19 melee (1d6+3, 2 wings) and +20 melee (1d8+9, tail slap); SA breath weapon, frightful presence, spell-like abilities, spells; SQ damage reduction 5/magic, immunity to acid, sleep and paralysis, spell resistance 18, blindsense 60 ft., keen senses, darkvision 120 ft., water breathing; AL CE; SV Fort +15, Ref +11, Will +12; Str 23, Dex 10, Con 19, Int 12, Wis 13, Cha 12.

Breath Weapon: 80 ft. line of acid, 12d4 points of damage, Reflex half DC 23.

Frightful Presence: 180 ft. range, Will negates DC 20, creatures with 4 or less HD are panicked for 4d6 rounds, creatures with 5 HD to 18 HD are shaken for 4d6 rounds.

Skills: Intimidate +23, Knowledge (the planes) +23, Listen +23, Search +23, Sense Motive +23, Spot +23, Survival +12;

Feats: Flyby Attack, Power Attack, Snatch, Track, Weapon Focus (claw), Weapon Focus (bite), Weapon Focus (tail slap).

Spell-Like Abilities: 1/day—*corrupt water, darkness* (radius 60 ft.). Caster level 6th.

Spells Known: (6/6; save DC 11 + spell level): 0—*detect magic, detect poison, ghost sound, guidance, read magic;* 1st—*mage armor, ray of enfeeblement, shield.*

Tactics: Vorkaire is content to cast *mage armor* and *shield,* then circle overhead and launch its breath weapon at the PCs and cast *ray of enfeeblement* until they do something that necessitates a change in his tactics. If the PCs fly up to engage Vorkaire in melee or make strong ranged or spell attacks, the dragon responds by diving into melee with whichever PC the dragon perceives as the most compelling threat. Vorkaire grapples spellcasters, uses its teeth and claws to tear into lightly armored foes, and tries to bull rush heavily armored foes into one of the ulcer pools.

If the PCs are traveling invisibly they still encounter Vorkaire, but they'll see him coming from a long way off. Vorkaire flies over the ulcer field at an altitude of 60 feet, so his blindsense picks up invisible creatures on the ground. The dragon doesn't bother hiding, so the PCs see him gliding over the landscape long before he flies directly overhead.

Vorkaire knows that the plasms are deadly, so he avoids flying too high. His breath weapon reaches only 80 feet, so he rarely flies above that altitude in any event.

Development: The players can search for Vorkaire's lair if they can use magic to find it—or if they successfully interrogate a helpless Vorkaire. The dragon dwells in a hollow that was once a particularly large ulcer just northwest of the Skull. Kaurophon argues against a side trip at this juncture, pointing out that the Test of the Smoking Eye is nearly complete. In any case, a successful Search check (DC 25) is required to find the concealed entrance to his lair if the PCs don't know its exact location.

Treasure: Vorkaire's lair is undefended in his absence, and contains a +2 *heavy mace,* 2,500 gp, and four opals worth 500 gp each.

TUBE ENTRANCE (EL 12)

Light: Flames from the plasms overhead (as sunlight).

Sound: Low roar from the skull's eye socket overhead (automatic).

Reaction: None.

Auras: Faint evil (plane as a whole).

As the ground slopes upward toward the base of the skull, the light from the *lantern of guidance* shines directly upon a perfectly round ulcer pool. A shadow at the bottom of the pool could be a trick of the light—or it could be a passageway under the caustic fluid.

A creature that looks like a raven-winged angel lies on the ground next to the entrance, flat on its back. It struggles weakly against several iron spears that have pinned its wings to the ground, then lies still.

If Kaurophon is still with the group, he gasps when he sees the angel and says, "It's Saureya! I met this pitiful creature many years ago—and he said he knew many secrets about the Test of the Smoking Eye!"

The dark shadow in the bottom of the pool is indeed a passageway, and the *lantern of guidance* indicates that the way onward is through it.

Creature: Saureya has been pinioned here by Zaur Sza and Motruk, a rakshasa and fire giant who also hope to pass the Test of the Smoking Eye. If the PCs aid him, Saureya may reveal more than Kaurophon wishes him to.

Saureya has a nearly 8-fot-tall, lithe frame. His long, feathery wings are jet black. Tattered robes cover very little of his body, but a mass of scars, welts, and rough black spiral tattoos cover almost every inch of skin. The wounds on his wings are bleeding profusely, streaming blood that seemingly has flecks of gold in it.

Saureya, Fallen Astral Deva: CR 12; Medium Outsider (Angel, Extraplanar, Good); HD 12d8+48; hp 110 hp (currently 0 hp); Init +8; Spd 50 ft., fly 100 ft. (good); AC 29, touch 14, flat-footed 25; Base Atk +12; Grp +18; Atk +18 melee (1d8+9, slam); Full Atk +18 melee (1d8+9, slam); SA spell-like abilities; SQ darkvision 60 ft., low-light vision, immunity to acid, cold, and petrification, protective aura, resistance to electricity 10, resistance to fire 10, spell resistance 20, tongues, uncanny dodge; AL N; SV Fort +14 (+18 against poison), Ref +12, Will +12; Str 22, Dex 18, Con 18, Int 18, Wis 18, Cha 20.

Skills: Concentration +19, Diplomacy +22, Escape Artist +19, Hide +19, Intimidate +20, Knowledge (arcana) +19, Knowledge (history) +19, Knowledge (the planes) +19; Listen +23, Move Silently +19, Sense Motive +19, Spot +23, Use Rope +4 (+6 with bindings).

Feats: Alertness, Cleave, Great Fortitude, Improved Initiative, Power Attack.

Saureya doesn't have a heavy mace of disruption, nor does he have access to any spell-like ability with the Good descriptor. His natural weapons are not treated as good-aligned.

Development: Keep track of how many rounds pass from the moment you read the boxed text above. The struggle the PCs witnessed there was Saureya's final attempt to break free under his own power—an attempt that took him from 0 hp to –1 hp. He continues to lose 1 hp per round until he dies, stabilizes himself, or receives healing from the PCs.

If brought above 0 hp, Saureya regains consciousness. He thanks the PCs, greets Kaurophon by name, then starts to walk away. He'll talk to the PCs for a while, but he'd rather be alone and will eventually fly away no matter what. If the PCs healed him, his starting attitude is friendly, although he's a gruff, weary sort who doesn't exude much warmth or friendship to anyone. If he recovers on his own and later encounters the PCs, his starting attitude is unfriendly.

Saureya's answers to questions the PCs are likely to ask are given below. Adapt the exact wording to follow the character of the conversation, emphasizing that Saureya just doesn't care about good vs. evil, the Test of the Smoking Eye, who rules Occipitus, or anything else.

What are you? I was once an astral deva. But when this part of Celestia fell into the Abyss, I fell along with it. Now I don't know what I am.

Who did this to you? The spikes, you mean? A rakshasa and his bodyguard—a giant. They're on their way inside the skull. Presumably they're trying to pass the Test, too.

What's with the scars/tattoos? The former ruler of this layer, a fallen planetar named Adimarchus, found it amusing to keep me around as his prisoner. He found me a kindred spirit, I suppose—where else are you going to find an angel around here? Adimarchus also thought it would be amusing to torture me repeatedly and put these blasphemous sigils on my flesh.

Why don't you heal the scars with magic? What's the point? Healing them wouldn't change the fact that they happened.

What happened to Adimarchus? He disappeared on the eve of a great and pointless battle between his horde and that of Graz'zt, a particularly vicious demon lord. Some say Graz'zt had him kidnapped and assassinated. Others say the battle was just a ruse for some other plan of Adimarchus's.

You know Kaurophon? Of course. We met—was it a year ago, Kaurophon?—yes, about a year ago at the Cathedral of Feathers. He was wondering why he couldn't enter the antechamber, much less get to one of the doors. So I told him: Adimarchus wanted to keep anyone born of the Lower Planes from becoming the next ruler of Occipitus. Adimarchus was always hopeful that his successor would be another fallen angel or someone formerly of the light.

What do you know about the Test of the Smoking Eye? Well, I helped Adimarchus create it—is that good enough for you? He confided in me throughout its construction; after all, I was exactly the kind of successor he wanted. I was able to introduce a flaw into the test, because Adimarchus wasn't always thinking clearly. Ruling a layer of the Abyss will do that to you.

A flaw? Well, you don't need to complete all three parts of the test—just the last part. The first two parts simply point you in the direction of the final part, the part that really matters. The proctors—those mummies that Adimarchus created—can't tell who's passed previous parts of the test and who hasn't. I suspect that's what the rakshasa is doing. The flaw is a little subterfuge on my part, from back when I dreamed of rescue. I dreamed a powerful angel would come and rescue me, and together we'd come here and perform the third part of the test before Adimarchus knew what was going on. Then all of Occipitus would be borne anew, lifted right out of the Abyss and reconnected to its rightful place in Celestia. I'm no longer so naive.

Why are you here? I was waiting for you, frankly. After all these years, I had a mild curiosity about the people who were going to pass the Test of the Smoking Eye. Now that curiosity is satisfied.

What's the third test? I'm not telling—and before you start with the threats, I've had centuries of practice resisting torture

CAMPAIGN SEED: MORE ABOUT SAUREYA

Saureya was one of the few angels who was on the battlefield when the Celestial army created the planar rift that cast the land down into the Abyss. Adimarchus captured Saureya shortly thereafter, sensing a kindred spirit: an angel alienated from his peers and cast out of heaven. Adimarchus kept Saureya prisoner for years, treating him as a "court jester" of sorts on Occipitus. Because they were the only two angels on the layer, an odd, strained friendship developed over the years. If only Saureya would completely cast off his old morality, Adimarchus often told him during their long conversations, there would be a place of power for him among Occipitus's demonic host.

Saureya never gave in to Adimarchus's temptations, although he's so disillusioned and poisoned by long-term exposure to Occipitus that his alignment has shifted to neutral. It was Saureya who planted the seed of worry in Adimarchus's mind about a worthy successor to his throne. Saureya is the true architect of the Test of the Smoking Eye, although he introduced his ideas so gradually that Adimarchus believed they were his own. Likewise, Saureya advocated a strong stand against Graz'zt—a battle that precipitated Adimarchus's disappearance from Occipitus.

Is Saureya an incredibly subtle puppetmaster, manipulating Adimarchus into death or exile, then manipulating Kaurophon into bringing the PCs to Occipitus? Or did he merely exact a petty revenge against Adimarchus by twisting his desire for a worthy successor? Saureya certainly isn't saying. He's quick to point out that he doesn't care about the plots and machinations of others. Whether that claim represents the truth of an exhausted soul or is itself a machination remains to be seen.

from someone more ruthless and cruel than you. The rakshasa tried to force the information from me. He failed.

Why keep the test a secret? I'll say this—knowing in advance what the test is won't help you prepare in any meaningful way. You could succeed. You could fail. You could turn your back on the whole idea. I'm not going to meddle in your fate. My own fate is trouble enough.

What happens if we pass the test? The very fabric of Occipitus's reality is yours to command—you do know how to control an entire layer of the Abyss, don't you? No? Well, I'd humbly suggest a line of academic inquiry, then. Like every other part of the Abyss, Occipitus responds to power, and the more powerful you are, the more Occipitus will bend to your will.

Do you know about Cauldron/the Cagewrights/Alek Tercival? Affairs on other planes don't interest me. For that matter, affairs on this plane don't interest me either.

Any advice? I'd catch that rakshasa, unless you want to grow whiskers when he recreates Occipitus in his image.

A DC 20 Sense Motive check reveals that Kaurophon gets a lot more interested whenever the topic turns to the specifics of the final test, and he gets visibly nervous whenever Saureya describes his previous meeting with Kaurophon. He's worried that the PCs will figure out the truth: the only reason Kaurophon brought them to Occipitus was to pass the first two tests and lead Kaurophon to the third.

PERISTALTIC TUBE (EL 12)

Light: None.

Sound: Low, rhythmic thumps, not unlike a heartbeat (automatic); murmured conversation (DC 10; DC 20 reveals it's a conversation in Infernal about low-quality provisions).

Reaction: None.

Auras: Strong (*lantern of guidance*, DC 22, divination), Faint evil (plane as a whole).

> After a brief, unpleasant swim in the ulceric fluid, you find fresh air and a tubelike tunnel. This round tunnel features a smoother, firmer "skin" than the surface of Occipitus. It descends steeply for about 20 feet, then levels out, stretching beyond your field of vision.

Assuming the PCs move through the tube, read the following:

> Though it descends at first, the tube quickly changes course, rising and spiraling clockwise. After walking several hundred feet, it's apparent that you're somewhere inside the Skull itself. Every 50 to 100 feet, there's another curve to the right.

After the PCs have walked about 400 feet, have them make Listen checks as detailed above under "Sound" to hear the Creatures that lurk around the corner.

Creatures: Leaning against the wall of the tube are a bipedal tiger in rich, red robes and a heavily armored giant with black skin, red hair, and a massive greatsword. Between them lies a bulky sack, atop which sits a *lantern of guidance*.

Zaur Sza the rakshasa and Motruk the fire giant are taking a break from their climb. They attack the PCs on sight—especially if they see that the PCs also have a *lantern of guidance*.

Zaur Sza, Male Rakshasa: hp 55; *Monster Manual* 211. Zaur Sza has *bull's strength* as a 2nd-level spell, not *Melf's acid arrow*.

Motruk, Male Fire Giant: hp 140; *Monster Manual* 121.

Tactics: These two combatants know their roles when a fight starts.

Zaur Sza is confident that between his damage reduction of 15/good and piercing and spell resistance of 27, he's reasonably safe from the PCs' ordinary attacks. So Zaur Sza will spend the first three rounds casting spells to make Motruk tougher: *bull's strength*, *bear's endurance*, and *haste*. On the fourth round (or earlier if he's badly hurt), Zaur Sza casts *invisibility*, then starts casting spells to protect himself: *bear's endurance*, *shield*, and *mage armor*. He then casts *bull's strength* on himself and sneaks around the edges of the fight, looking for enemy spellcasters to waylay, using the *lantern of guidance* as a heavy flail (+12 melee, 1d10+6 points of damage).

Motruk stays near Zaur Sza until he's received *bear's endurance* and *bull's strength*. Those two spells give him 30 extra hit points, +2 on Fortitude saves, and a greatsword attack of +22/+17/+12 melee (3d6+18). He then wades into melee. He has the feats to make a number of effective special attacks including the following (all of which assume that Motruk gets a *bull's strength* from Zaur Sza).

Overrun Attack: This provokes an attack of opportunity. Resolve that attack, and then compare Motruk's opposed attack roll at +20 (+22 if charging) against the foe's Strength or Dexterity check. Motruk's foe is prone if Motruk wins, and Motruk can keep moving. Motruk often uses overruns to get front-line fighters out of the way so he can reach the spellcasters hiding behind them.

Power Attack: Motruk sometimes uses the Power Attack feat to take a –7 penalty on the attack in exchange for +14 damage. That means his greatsword attack is +15/+10/+5 for 3d6+32 points of damage. Against stunned or helpless enemies, he uses the Power Attack feat as much as possible, attacking at +7/+2/–3 for 3d6+48 points of damage.

Sunder Attack: Motruk can damage a foe's weapon, dealing 3d6+18 points of damage against it, if he succeeds at an attack roll at +34, opposed by the foe's attack roll. If he uses the Power Attack feat in conjunction with a sunder attack, he still has a +19 on the opposed check, and his attack does 3d6+48 points of damage. Hit points for PC weapons are listed on page 166 of the *Player's Handbook*.

Development: If the tunnel surface, including the ceiling or walls, takes any damage, the passageway starts to constrict in rings that move upward, creating periodic waves on the surface of the tunnel that force upward any creature standing in the tunnel. The effect is similar to that of an esophagus pushing food toward the stomach. Any area spell that deals damage (such as *fireball*) is sufficient to start the peristaltic waves, as is

any ranged weapon that misses its target cleanly (meaning that it would have missed if it were a ranged touch attack). Melee attacks that miss the target cleanly (missing even the target's touch AC) have a 10% chance per attack of striking a tunnel floor or wall, starting the peristaltic waves.

Everyone in the tunnel sees the waves forming as soon as the tunnel is damaged. Every round thereafter at initiative point 0, a wave passes through the area, making a bull rush attack against each creature with a +12 on the Strength check. The wave always pushes PCs the maximum amount, and it's always in a straight line further up the tunnel. Unconscious creatures move 20 feet up the tunnel each time a peristaltic wave passes. The peristaltic waves last 30 minutes before subsiding as suddenly as they began.

Zaur Sza makes checks at +1 (+3 after *bull's strength*) to resist the bull rush. Motruk makes checks at +14 (+16 after *bull's strength*).

Treasure: In addition to a second *lantern of guidance*, Zaur Sza and Motruk's bag has 10 days of bland, dried food, 4 throwing rocks, and a scroll of *plane shift*.

THRONE ROOM (EL 10)

Light: *Continual flame* torches set in sconces on each wall.

Sound: Rhythmic thuds (DC 10)—the golem smacking the wall.

Reaction: To sounds of battle—Myaruk the lich in the nexus room begins spellcasting according to his Tactics section below.

Auras: Faint evil (plane as a whole).

> The tube's upward spiral ends in a round chamber with a doorway in the opposite end leading to a spiral staircase. Furniture in this room is limited to a massive iron throne festooned with spikes. Most of the back of the throne is missing, although the framework of the back remains. Before the throne lies a pile of wood—furniture debris from the looks of it. There are ceramic shards on the floor; it looks as if someone smashed dozens of clay pots here.

Creature: Behind the throne lurks a 7-foot tall human-shaped creature made of soft clay, with an oversized chest and thick arms that hang to its knees. It slowly slams its big fists into the walls, but stops and gazes toward the PCs. This is a berserk clay golem, and it attacks anything that enters the throne room.

The pottery debris is the remains of another clay golem guardian—these golems turn to hard ceramic and then shatter when they die. The presence of the bits of pottery makes Move Silently checks across the floor much more difficult, imposing a –10 penalty.

Berserk Clay Golem: hp 87; *Monster Manual* 134.

Tactics: The golem is an unsubtle opponent, and it lumbers up to any foe it sees and slams it until it falls. Originally, two clay golems were bound to the room as guardians, but now that the one surviving golem is berserk it can follow the PCs anywhere.

Development: In the likely event that Myaruk the lich in the nexus room upstairs hears the fight against the clay golem, he starts casting spells in the order described in his **Tactics** section. Two rounds after Myaruk starts casting, an invisible magic sensor from his *clairvoyance* spell appears in the throne room. A character that can see invisible objects can see this sensor. The sensor can be dispelled as if it were an active spell (caster level check against DC 21).

NEXUS ROOM (EL 13)

Light: Pale luminescence surrounding the black flames of the nexus (shadowy illumination).

Sound: Crackling from nexus (automatic).

Reaction: None.

Auras: Strong (nexus, DC 24, necromancy), moderate (Myaruk's periapt, DC 19, transmutation), moderate (Myaruk's scroll, DC 20, conjuration), faint (Myaruk's wand, DC 17, necromancy), faint (Myaruk's armor, DC 17, abjuration), faint (Myaruk's potion, DC 16, illusion), strong evil (nexus), strong evil (Myaruk the lich), faint evil (plane as a whole). If Myaruk has cast spells prior to combat, he has the following auras: moderate (*true seeing*, DC 20, divination), moderate (*divine power*, DC 19, evocation), faint (*desecrate*, DC 17, necromancy), faint (*shield of faith*, DC 16, abjuration), faint (*entropic shield*, DC 16, abjuration).

> A bonfire of utter blackness dominates the center of this room. It crackles as if it were normal flame, but it's a slick, glossy black rather than the orange-red of a fire. Surrounding the black flames is a pale yellow corona that casts light about the room. A sheaf of papers lies scattered near the base of the black-flame bonfire. More than a dozen passages originate in this room, with at least some of them doubling back on themselves.

This room contains a nexus of evil eldritch power. The flames improve the spellcasting and spell-like abilities of any evil creature who touches them.

For evil creatures, the nexus functions like a combination *prayer bead of karma* and *prayer bead of smiting*, granting +4 caster levels and the ability to cast *unholy blight* (Will DC 17 partial) once per day. The caster level bonus lasts for 1 hour, and it also improves spell-like abilities with caster levels. It deals 4d8 points of negative energy (which heals undead) per round to anyone who touches the flames, regardless of their alignment. The flames themselves grant concealment to anyone standing within them.

Nonevil creatures who touch the nexus don't receive the benefits, and instead take 2d4 negative levels (Fortitude DC 23 negates after 24 hours have passed).

Creature: A lich named Myaruk has traveled from a distant plane to study this nexus, hoping to duplicate it elsewhere. And Myaruk doesn't want to share his find with anyone else, evil or not.

Myaruk, Male Human Lich Clr 7/Thaumaturgist 4 (Vecna): CR 13; Medium undead (augmented humanoid); HD 11d12; hp 71; Init +1; Spd 30 ft.; AC 25, touch 11, flat-footed 24; Base Atk +7; Grp +8; Atk +8 melee touch (1d8+5 negative energy plus paralysis, Will DC 16 half); Full Atk +8

melee touch (1d8+5 negative energy plus paralysis, Will DC 16 half); SA fear aura, paralyzing touch, spells; SQ +4 turn resistance, contingent conjuration, damage reduction 15/bludgeoning and magic, extended summoning, immunity to cold, electricity, polymorph, and mind-affecting attacks, improved ally; AL CE; SV Fort +6, Ref +4, Will +15; Str 13, Dex 12, Con —, Int 16, Wis 22, Cha 13.

Fear Aura (Su): Will DC 16 negates; creatures of less than 5 HD are affected as a *fear* spell from a 11th-level caster.

Paralyzing Touch (Su): In addition to dealing 1d8+5 points of negative energy damage (Will half DC 16), the lich's touch permanently paralyzes living creatures (Fort negates DC 16). *Remove paralysis* or any spell that can remove a curse restores movement to the victim. Myaruk often combines this touch attack with a spontaneous *inflict wounds* spell to deal even more damage.

Contingent Conjuration: The first time Myaruk is attacked in melee, a xill (*Monster Manual* 259) is automatically summoned, appearing at the beginning of the next turn from the attacking creature.

Skills: Concentration +14, Diplomacy +17, Hide +9, Knowledge (arcana) +13, Knowledge (religion) +17, Knowledge (the planes) +17, Listen +14, Move Silently +9, Search +11, Sense Motive +18, Spellcraft +19, Spot +14.

Feats: Augment Summoning, Craft Wondrous Item, Spell Focus (conjuration), Spell Focus (necromancy), Spell Penetration.

Spells Prepared (6/7+1/6+1/5+1/4+1/3+1/2+1; save DC 16 + spell level; 17 + spell level for conjuration and necromancy spells): 0—*detect magic*[D] (2), *mending*, *read magic*[D], *resistance*, *virtue*; 1st—*bless* (2), *comprehend languages*[D], *deathwatch*[EN], *detect evil*[D], *entropic shield*, *protection from good*[E*], *shield of faith*; 2nd—*aid*, *darkness*, *death knell*[EN], *desecrate*[E*], *hold person*, *silence*, *spiritual weapon*; 3rd—*clairaudience/clairvoyance*[D*], *deeper darkness*, *dispel magic*, *protection from energy*, *summon monster III*[C] (2); 4th—*dismissal*, *divine power*, *summon monster IV*[C] (2), *unholy blight*[E*]; 5th—*slay living*[N], *summon monster V*[C] (2), *true seeing*[D*]; 6th—*find the path*[D*], *harm*[N], *summon monster VI*[C].

*Domain spell. *Domains*: Evil (cast evil spells at +1 caster level), Knowledge (cast divination spells at +1 caster level; all Knowledge skills are class skills); C: Conjuration spell; D: Divination spell; E: Evil spell; remember that *summon monster* spells are evil if they are used to summon an evil monster; N: Necromancy spell.

Possessions: *Periapt of wisdom* +2, *+1 full plate*, *potion of invisibility*, *wand of inflict serious wounds* (13 charges remaining), scroll of *plane shift*, four vials of unholy water, silver dust (worth 100 gp), 250 gp ointment for *true seeing* spell.

Tactics: If Myaruk hears a fight down in the throne room, he touches the nexus in the first round to gain +4 caster levels and an extra *unholy blight*. Each round thereafter, he casts these spells in order: *clairvoyance*, *desecrate*, *divine power*, *shield of faith*, *entropic shield*, and finally *true seeing* if he suspects there might be unseen PCs around.

Myaruk hides inside the vortex before the PCs arrive if possible; as long as he remains in the vortex he heals 4d8 points of damage per round. He then starts casting *summon monster* spells, sending waves of creatures against the PCs. Each summoned creature remains for 30 rounds and has +4 Strength and +4 Constitution due to Myaruk's Augment Summoning feat. Myaruk's plan is to let the monsters do the fighting for him, but he's flexible enough to take a round away from summoning to use *slay living*, *harm*, or *unholy blight* on a PC who gets too close. If pressed in melee, he starts converting his spells into the appropriate *inflict* spells and making touch attacks against a PC.

If reduced to less than a quarter of his hit points and forced out of the vortex—and it looks unlikely that he'll be able to cast *harm* or an *inflict* spell that'll cure him—Myaruk retrieves the scroll of *plane shift* and uses it to escape.

Development: The *lantern of guidance* points toward the far corner of the room, where a spiral staircase leads up for several hundred feet. Eventually the stairs emerge in the eye socket of the Skull, where the third part of the Test of the Smoking Eye takes place.

Ad-Hoc Experience Award: The PCs don't earn experience for summoned creatures they defeat, just for Myaruk himself. If Myaruk uses the nexus to boost his caster level and to gain healing each round, award 125% the normal experience points for this encounter.

TEST OF SACRIFICE (EL 14)

Light: Flames from the plasma gusher (as sunlight).

THE MINIONS OF MYARUK

Prior to this fight, the PCs have probably faced a rakshasa and a clay golem—two creatures with high damage reduction and either high spell resistance or outright spell immunity. These can be frustrating fights. This room is the PCs' chance to mow through piles of lower-level foes before facing the lich itself.

Don't be shy about starting the PCs with summoned monsters they can easily beat—just keep them coming, and the players should have a good time watching the body count add up.

This encounter is also a good place to spend some time beforehand thinking carefully about which monsters Myaruk will summon. This is a good time to pick monsters such as fiendish vermin, fiendish animals, and elementals if the PCs have had their fill of regular demons by this point. But consider carefully how complicated you want this fight to be on your side of the DM screen. There's nothing wrong with using straightforward monsters such as fiendish dire wolves, Medium earth elementals, and Large earth elementals so you keep all the NPCs straight.

Sound: Loud roar from plasma gusher (automatic—imposes –10 on Listen checks to hear anything else).

Reaction: None.

Auras: Overwhelming (plasma gusher, DC 24, conjuration), moderate (*wall of force*, DC 20, evocation), strong evil (mummy lord), faint evil (plane as a whole).

> The spiral staircase emerges into what can only be the eye socket of the skull itself. The stairway ends in a shallow depression, with curving walls that eventually become the ceiling some 60 feet up. From the center of the eye socket—in midair—a gusher of blinding red light rushes outward and upward, eventually spreading to fill the sky with the fiery clouds you've seen throughout your time here. The origin of the gusher isn't visible—it's as if the plasma is being vented from a rip in the fabric of the plane itself.
>
> At the opening of the eye socket float a multitude of the fiery clouds, drifting across the eye socket opening. The clouds don't drift into the eye socket, however.

Another greater mummy waits here; the mummy is dressed in golden armor and remains silent for a few moments.

Any creature who enters one of the plasma gusher squares takes 15d6 points of fire damage and 15d6 points of unholy damage per round. If this damage kills the creature, its remains are consumed utterly. If someone the dead creature regarded as an ally bull-rushed or otherwise placed the creature into the plasma gusher, the ally gains the sign of the smoking eye template (described in Appendix I).

Creatures can move through the squares with the plasma gusher—it's a 2-foot-wide cylinder, suspended roughly 3 feet off the ground, so it's easy to duck under.

The PCs can't see it, but a *wall of force* (marked on the map) prevents the plasms from approaching any closer than they already are.

After the PCs have had a moment to adjust to their surroundings and ask you questions, the mummy lord speaks.

> The mummy lifts both hands to show they're empty, then speaks: "Adimarchus, Most Potent Ruler of Occipitus, bids you welcome to the Final Test of the Smoking Eye. A worthy successor to the throne of Adimarchus must complete only one more task. To rule Occipitus—to grasp its power and use it for good or ill—means to sacrifice everything you hold dear. The final test is this: sacrifice an ally to the plasma, and Occipitus is yours!"
>
> From behind you comes Kaurophon's voice. "Sacrifice? That's it? No problem!"

Creatures: This sets up the adventure's final fight: the PCs take on Kaurophon, who should be magically charged by the nexus from the previous room. Kaurophon fights to the death, trying his utmost to force a PC into the plasma gusher so he can claim his reward. Of course, if a PC pushes Kaurophon into the plasma gusher, they can claim the same reward—Kaurophon certainly regards the PCs as useful allies, even if he turned on them.

- **Kaurophon**: hp 65; see Appendix.
- **Mummy Lord**: hp 95; *Monster Manual* 190. This mummy lord has the Travel domain rather than Protection, so it has *teleport*, *dimension door*, and *longstrider* prepared rather than *slay living*, *spell immunity*, and *sanctuary* respectively.

Tactics: Kaurophon has been fighting cautiously thus far, but now he unleashes completely, trying to knock out as many PCs as possible, as fast as possible. If there's one PC who was particularly friendly or distrustful toward Kaurophon up until this point, Kaurophon focuses his attacks on that PC. Otherwise, he takes out whatever he perceives as the biggest threats first. Kaurophon knows he has to keep at least one PC alive to pass the final test. But he has no need for additional survivors.

Kaurophon has observed the PCs in action in numerous fights by this time, so he's ready for any PC tactic he's seen before. By now he knows which characters have poor Fortitude saves, for example, so he targets those characters with his *disintegrate* scroll.

The mummy lord defends itself, but won't otherwise influence the battle.

Development: This adventure assumes that Kaurophon has remained with the PCs and has survived to this point. If he hasn't survived, you still have a few options.

If Kaurophon still lives but has been separated from the PCs, he should arrive in this room a few rounds after them; he's been following them for some time and is ready to take the final part of the Test himself.

If Kaurophon was killed, his force of will combined with the evil of this plane may transform him into a ghost, in which case his spirit waits here for the PCs and attacks them on sight. Kaurophon can no longer gain control of Occipitus now that he's undead, but his anger at the PCs for disrupting his plans still makes him a dangerous opponent.

Note that sacrificing an ally is an evil act. Even if Kaurophon betrays the party and tries to sacrifice one of the PCs, forcing him into the gusher can have serious consequences for characters like paladins or good-aligned clerics.

Nevertheless, there is a way to successfully pass this final test without sacrificing an ally and thus without committing an evil act. If a character voluntarily enters the gusher with the full intention of sacrificing himself, he takes the full damage indicated above. If this damage is enough to kill the character, though, he is instead healed of all damage, forced gently but inexorably out of the gusher by invisible force, and granted the Sign of the Smoking Eye as a reward for his selfless act. The forces of good have an interest in seeing Occipitus ruled by a non-evil being, and they are able to intervene in the Test once in this manner. A character who gains the Sign of the Smoking Eye template in this manner knows that it was a one-time boon; further acts of self-sacrifice in the gusher bring only death.

Ad-Hoc Experience Award: If Kaurophon used the nexus prior to fighting the PCs, award 10% more experience for this encounter.

CONCLUDING THE ADVENTURE

"Test of the Smoking Eye"—both the adventure and the Test itself—draws to a close when the PCs defeat Kaurophon. One of the PCs might now have the Sign of the Smoking Eye himself, becoming an heir to the conflicted layer of Occipitus.

In any case, the characters have earned a respite. The entrance to the peristaltic tube is well-hidden and the plasms make the eye-socket unreachable, so nothing bothers the PCs for a time if they need to rest and heal. And the PCs have certainly done what Alek Tercival commanded with his dying breath; they not only sought the Sign of the Smoking Eye, but they might literally possess it. In any case, they've earned a trip back to the Material Plane—to revisit Cauldron and perhaps learn more about the lore behind Occipitus.

Unless the PCs take specific actions to prevent it, other pretenders to the throne of Adimarchus could also pass the test—and given enough time, some undoubtedly will. Anyone who does also receives the Sign of the Smoking Eye template. These rivals to the throne focus their efforts on establishing morphic and military control of Occipitus.

APPENDIX I: SIGN OF THE SMOKING EYE TEMPLATE

The visible mark of one destined to rule Occipitus, the Sign of the Smoking Eye template imbues a creature with the essence of the plane (an evil place tinged with good). Receiving the Sign

CAMPAIGN SEED: SIGN OF THE SMOKING EYE

The Sign of the Smoking Eye template permanently marks the one who has been granted it. Aside from the relatively minor benefits and penalties the template grants to a creature, it marks him as the heir to Occipitus. Further ramifications of this dubious honor may be explored in future episodes in the **Shackled City Adventure Path**, or you can develop further events and encounters based on this on your own. Certainly, the Sign of the Smoking Eye draws a lot of attention, most of which will be unwelcome.

of the Smoking Eye is a necessary first step on the path to ruling the plane as a demon lord. But because Occipitus isn't wholly evil, the Sign of the Smoking Eye can also be a useful tool for a creature determined to expunge every trace of evil from the plane and restore it to its Celestial glory.

The Sign of the Smoking Eye enables its bearer to establish morphic control over Occipitus. The previous bearer of the Sign, the fallen angel Adimarchus, could remake the landscape with a wave of his hand, control magic use across the layer, and draw nigh-limitless evil power from the fabric of the plane itself. Such abilities require both immense personal power and mastery of the esoteric techniques of morphic planar control—neither of which is granted by this template. With time, study, and the acquisition of further power, someone with the Sign of the Smoking Eye can turn Occipitus into a world that reflects its master's every desire.

CREATING THE SIGN OF THE SMOKING EYE

"Sign of the Smoking Eye" is an acquired template that can be added to any living creature with at least one eye (referred to hereafter as the base creature).

A creature with the Sign of the Smoking Eye uses all the base creature's statistics and special abilities except as noted here.

Appearance: One of the base creature's eyes (usually the left one) is replaced with magical flame that gives off no heat and does not burn the surrounding flesh. When the eye is open, it provides illumination as a candle. The base creature's vision is unaffected—he or she can still see through the transformed eye normally. The eye also gives off wisps of bitter smoke. The smoke doesn't obscure vision, but it does give a +10 bonus to creatures trying to track the base creature by scent.

Attacks: The base creature gains a +1 insight bonus on all attacks as the power of Occipitus subtly guides his blows.

Special Qualities: The base creature retains all special qualities and gains those described below.

Spellcasting: The base creature's effective caster level for spells and spell-like abilities goes up by +1. The power of Occipitus makes the base creature's spells last slightly longer, reach slightly farther, and deal slightly more damage.

Imbued with Evil: Regardless of the base creature's actual alignment, spells and spell-like abilities with the evil descriptor treat the base creature as if his or her alignment were evil. Spells and spell-like abilities with the good descriptor treat the base creature as if his or her alignment were good. Magic items are similarly fooled. An *unholy blight* spell, for example, won't damage a creature with the Sign of the Smoking Eye, no matter what his or her actual alignment is.

Lie in State: When the base creature dies, his or her body disappears after a number of rounds equal to the base creature's Hit Dice. The body reappears dead but intact in the Skull's eye socket on Occipitus. Any equipment the base creature was carrying, holding, or wearing at the moment of death is likewise transported to Occipitus—and it's likewise reconstituted if it was destroyed at the moment of death. Each time this ability is used, there's a 20% chance that the base creature loses the Sign of the Smoking Eye template. *Dimensional anchor*, *dimensional lock*, and similar spells delay the body's transportation in this manner, but once the spell effect ends the body transports to Occipitus immediately.

Morphic Potential: A creature with the Sign of the Smoking Eye has the potential to change the landscape of Occipitus through conscious effort, provided the base creature is powerful enough to do so. Details of how this ability can be used are up to the DM, but in any case, no creature of 20th-level or lower can wield such power consciously. Over time, even a lower-level character exerts a subconscious influence on Occipitus, however, and the landscape and the essential nature of the plane changes to conform to the base creature's alignment and desires.

Saves: The base creature gains a +1 insight bonus on all saving throws—it's almost as if the layer of Occipitus is looking out for him or her.

Challenge Rating: The base creature's CR remains unchanged.

Level Adjustment: Same as the base creature +1. The creature is now treated as one level higher than the base creature's equivalent class level for purposes of determining experience point awards. For example, if a 12th-level human fighter gains this template, he is treated as a 13th-level character when determining experience point awards, and thus gains slightly fewer experience points than he would have without the template's additional powers and bonuses.

APPENDIX II: STAT BLOCKS

Kaurophon, Male Half-Fiend Half-Human Sor 11: CR 14; Medium outsider (augmented humanoid, extraplanar); HD 11d4+33; hp 65; Init +3; Spd 30 ft., fly 30 ft. (average); AC 18 (with *mage armor*), touch 13, flat-footed 15; Base Atk +5; Grp +6; Atk +6 melee (1d4+1, claw); Full Atk +6 melee (1d4+1, 2 claws) and +1 melee (1d6, bite); SA spells, spell-like abilities, smite good +11 1/day; SQ damage reduction 5/magic, darkvision 60 ft., immunity to poison, resistance to acid 10, resistance to cold 10, resistance to electricity 10, resistance to fire 10, spell resist-

NEW MAGIC ITEM: LESSER AMULET OF THE PLANES

A lesser amulet of the planes functions as an *amulet of the planes*, save that it can be used only once per day.

Strong conjuration; CL 15th; Craft Wondrous Item, *plane shift*; Price 24,000 gp.

ance 21; AL CE; SV Fort +6, Ref +6, Will +8; Str 12, Dex 17, Con 16, Int 14, Wis 12, Cha 21.

Skills: Bluff +19, Concentration +17, Diplomacy +7, Intimidate +7, Knowledge (arcana) +16, Knowledge (the planes) +9, Spellcraft +18.

Feats: Dodge, Mobility, Spell Focus (Evocation), Spell Penetration.

Languages: Common, Abyssal, Infernal

Spell-Like Abilities: 3/day—*darkness, poison.* 1/day—*blasphemy, contagion, desecrate, unholy blight.* Caster level 11th. Save DCs are 15 + spell level.

Spells Known (6/8/7/7/7/5; save DC 15 + spell level): 0—*acid splash, arcane mark, dancing lights, detect magic, mage hand, message, ray of frost, resistance, touch of fatigue*; 1st—*disguise self, identify, mage armor, protection from evil, shield*; 2nd—*bear's endurance, cat's grace, glitterdust, invisibility, mirror image*; 3rd—*dispel magic, displacement, fireball, haste*; 4th—*dimension door, greater invisibility, scrying*; 5th—*cone of cold, telekinesis.*

Possessions: Cloak of charisma +2, *wand of magic missile* (9th level, 22 charges), *wand of web* (18 charges), *bag of holding* II, large silver mirror (for *scrying* spells), scroll of *disintegrate*, scroll of *mass suggestion, lesser amulet of the planes.*

Fiendish Bison: CR 3; Large magical beast; HD 5d8+15; hp 37; Init +0; Spd 40 ft.; AC 13, touch 9, flat-footed 13; Base Atk +3; Grp +13; Atk +8 melee (1d8+9, gore); Full Atk +8 melee (1d8+9, gore); SA smite good (+5 damage) 1/day, stampede; SQ darkvision 60 ft., damage reduction 5/magic, low-light vision, resistance to cold 5, resistance to fire 5, scent, spell resistance 10; AL NE; SV Fort +7, Ref +4, Will +1; Str 22, Dex 10, Con 16, Int 2, Wis 11, Cha 4.

Skills: Listen +7, Spot +5.

Feats: Alertness, Endurance.

Fiendish Centaur Rgr2: CR 6; Large monstrous humanoid; HD 6d8+18; hp 43; Init +4; Spd 50 ft.; AC 16, touch 13, flat-footed 12; Base Atk +6; Grp +17; Atk +15 melee (3d6+7, Large masterwork greatsword) or +13 ranged (2d6+5/×3, Large masterwork composite longbow [+5 Str]; Full Atk +15/+10 melee (3d6+7, Large masterwork greatsword) and +9 melee (1d6+2, 2 hooves) or +13/+8 ranged (2d6+5/×3, Large masterwork composite longbow [+5 Str]; SA archery combat style, smite good (+6 damage) 1/day, favored enemy human +2; SQ darkvision 60 ft., damage reduction 5/magic, resistance to cold 5, resistance to fire 5, spell resistance 11, wild empathy +1; AL NE; SV Fort +7, Ref +11, Will +7; Str 20, Dex 18, Con 17, Int 8, Wis 17, Cha 9.

Skills: Listen +5, Move Silently +8, Spot +8, Survival +9.

Feats: Dodge, Rapid Shot[B], Weapon Focus (hoof), Weapon Focus (greatsword), Track[B].

Languages: Abyssal, Elven.

Possessions: Large masterwork greatsword, Large masterwork composite (+5 Str) longbow, 20 arrows.

Fiendish Dire Bear: CR 9; Large magical beast; HD 12d8+51; hp 105; Init +1; Spd 40 ft.; AC 17, touch 10, flat-footed 16; Base Atk +9; Grp +23; Atk +19 melee (2d4+10, claw); Full Atk +19 melee (2d4+10, 2 claws) and +13 melee (2d8+5, bite); SA improved grab, smite good (+12 damage) 1/day; SQ darkvision 60 ft., damage reduction 10/magic, low-light vision, resistance to cold 10, resistance to fire 10, scent, spell resistance 17; AL NE; SV Fort +10, Ref +10, Will +13; Str 31, Dex 13, Con 19, Int 2, Wis 12, Cha 10.

Skills: Listen +10, Spot +10, Swim +13.

Feats: Alertness, Endurance, Run, Toughness, Weapon Focus (claw).

Fiendish Dire Lion: CR 7; Large magical beast; HD 8d8+24; hp 60; Init +2; Spd 40 ft.; AC 15, touch 11, flat-footed 13; Base Atk +6; Grp +17; Atk +13 melee (1d6+7, claw); Full Atk +13 melee (1d6+7, 2 claws) and +7 melee (1d8+3, bite); SA improved grab, pounce, rake 1d6+3, smite good (+8 damage) 1/day; SQ darkvision 60 ft., damage reduction 5/magic, low-light vision, resistance to cold 10, resistance to fire 10, scent, spell resistance 13; AL NE; SV Fort +9, Ref +8, Will +7; Str 25, Dex 15, Con 17, Int 2, Wis 12, Cha 10.

Skills: Hide +2, Listen +7, Move Silently +5, Spot +7.

Feats: Alertness, Run, Weapon Focus (claw).

Fiendish Giant Eagle: CR 4; Large magical beast; HD 4d10+4; hp 26; Init +3; Spd 10 ft., fly 80 ft. (average); AC 15, touch 12, flat-footed 12; Base Atk +4; Grp +12; Atk +7 melee (1d6+4, claw); Full Atk +7 melee (1d6+4, 2 claws) and +2 melee (1d8+2, bite); SA smite good (+4 damage) 1/day; SQ darkvision 60 ft., damage reduction 5/magic, evasion, low-light vision, resistance to cold 5, resistance to fire 5, spell resistance 9; AL NE; SV Fort +5, Ref +7, Will +3; Str 18, Dex 17, Con 12, Int 10, Wis 14, Cha 10.

Skills: Knowledge (nature) +2, Listen +6, Sense Motive +4, Spot +15, Survival +3.

Feats: Alertness, Flyby Attack.

KAUROPHON'S TACTICS

Except during the final fight, Kaurophon is exceedingly cautious. In combat, he spends several rounds casting defensive spells such as *greater invisibility, displacement, haste, bear's endurance, cat's grace, shield, mirror image,* and *protection from evil* before using his offensive spells. He'll happily cast spells such as *bear's endurance, cat's grace,* and *haste* on the PCs, because Kaurophon realizes that such spellcasting is an effective way to ingratiate himself to the PCs and prove his "good" intentions.

In the final fight, the gloves come off in a hurry. Both of Kaurophon's 5th-level spells can benefit immensely from the +4 caster levels he may have gained from the nexus room, so he'll use *cone of cold* on as many PCs as possible. After he surveys the damage his initial attack does, he's got a lot of options. *Greater invisibility* can keep him out of harm's way, especially in conjunction with *dimension door. Telekinesis* can disarm the toughest fighter or take a spellcaster out with a grapple. Kaurophon knows he needs to keep one PC alive for the sacrifice. He does his best to kill all the others.

Fiendish Girallon: CR 7; Large magical beast; HD 7d10+20; hp 58; Init +3; Spd 40 ft., climb 40 ft.; AC 16, touch 12, flat-footed 15; Base Atk +7; Grp +17; Atk +12 melee (1d4+6, claw); Full Atk +12 melee (1d4+6, 4 claws) and +7 melee (1d8+3, bite); SA rend 2d4+9, smite good (+7 damage) 1/day; SQ darkvision 60 ft., damage reduction 5/magic, low-light vision, resistance to cold 5, resistance to fire 5, scent, spell resistance 12; AL NE; SV Fort +7, Ref +8, Will +5; Str 22, Dex 17, Con 14, Int 2, Wis 12, Cha 7.

Skills: Climb +14, Move Silently +8, Spot +6.

Feats: Iron Will, Toughness (2).

Fiendish Owlbear: CR 5; Large magical beast; HD 5d10+25; hp 52; Init +1; Spd 30 ft.; AC 15, touch 10, flat-footed 14; Base Atk +5; Grp +14; Atk +9 melee (1d6+5, claw); Full Atk +9 melee (1d6+5, 2 claws) and +5 melee (1d8+2, bite); SA improved grab, smite good (+5 damage) 1/day; SQ darkvision 60 ft., damage reduction 5/magic, resistance to cold 5, resistance to fire 5, scent, spell resistance 10; AL NE; SV Fort +9, Ref +5, Will +2; Str 21, Dex 12, Con 21, Int 2, Wis 12, Cha 10.

Skills: Listen +8, Spot +8.

Feats: Alertness, Track.

Fiendish Wyvern: CR 7; Large dragon; HD 7d12+14; hp 59; Init +1; Spd 20 ft., fly 60 ft. (poor); AC 18, touch 10, flat-footed 17; Base Atk +7; Grp +15; Atk +10 melee (1d6+4 plus poison, sting) or +10 melee (2d6+4, talon) or +10 melee (2d8+4, bite); Full Atk +10 melee (1d6+4 plus poison, sting) and +8 melee (2d8+4, bite) and +8 melee (1d8+2, 2 wings) and +8 melee (2d6+4, 2 talons); SA improved grab, poison, smite good (+7 damage) 1/day; SQ darkvision 60 ft., damage reduction 5/magic, immunity to *sleep* and paralysis, low-light vision, resistance to cold 5, resistance to fire 5, scent, spell resistance 12; AL NE; SV Fort +7, Ref +6, Will +6; Str 19, Dex 12, Con 15, Int 6, Wis 12, Cha 9.

Skills: Hide +7, Listen +13, Move Silently +11, Spot +16.

Feats: Ability Focus (poison), Alertness, Flyby Attack, Multiattack®. Ω

Dave Noonan works in Wizards of the Coast's RPG R&D department. He co-authored the Manual of the Planes *and is no stranger to the pages of this magazine, having authored the* Pulp Heroes *and* Mecha Crusade Polyhedron *Mini-Games as well as "Zenith Trajectory," the third module in the* Shackled City Adventure Path.

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Total	50,324	43,181
Percent Paid and/or Requested Circulation	98.3%	98.5%

DOWNER part eight

I'M BLOOMING *SICK* OF HOPPING, AND MY LEG IS STARTING TO REALLY HURT.
YOU WHINE LIKE A HIGH ELF.
THAT STASIS SPELL HAS *AT LEAST* ANOTHER TEN MINUTES.
YOU LITTLE ROTTERS, TAKE US TO YOUR MASTER.
"WAIT A SEC, WE GOTTA MAKE A STOP."
AHH, DOWNER. HOW ARE YOU? IT HAS BEEN A *WHILE.*
WHAT CAN YOU DO FOR A BLOWN OFF FOOT?
STONE TO FLESH. STONE TO FLESH.
LET'S SEE WHAT I HAVE.
YES, *YES!* A VERY CLOSE FIT. NOT DROW BUT VERY CLOSE. RED CAP BOOT, YES?
I'M A *SNEAK*, YOU FREAK! DO YOU THINK I *WANT* TO STOMP AROUND IN A GIANT IRON BOOT?

NICE WORK YOU DO HERE, XORN. WHA'ZIS? UNDEAD OR SOME KINDA GOLEM?
NOSY DROW! PRIVATE COMMISSION! GO BACK TO YOUR MEDUSA'S SCULPTURE GARDEN IF YOU WANT A CLOSER FIT. YOU USED TO BRING MANY GOOD PIECES.
I'LL TAKE THE BLOODY BOOT.
"YOU'VE GOT TO GO HOME TO GET MY MONEY, YOU COWARD!"
"I KNOW, I KNOW. REMEMBER, NO ONE KNOWS THE BEHOLDER IS DEAD SO KEEP YOUR MOUTH SHUT!"
CLOMP CLOMP CLOMP
ANYONE WITH ANYTHING CLEVER TO SAY ABOUT MY FANCY NEW BOOT IS GOING TO GET A GOOD LOOK AT IT UPSIDE THEIR HEAD.
OI, DOWNER. SOMEONE'S WAITING FOR YOU IN THE CORNER.
CALLS HIMSELF
THE NEEDLEMAN
AND HE AIN'T HERE ALONE.
TO BE CONTINUED

Story and art by **Kyle Stanley Hunter.** Lettering by **Sean Glenn.** A **Super Unicorn** production. **www.superunicorn.com**

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Necromancer's "Wilderlands" Reviewed
RPGA Update · Global Positioning

Polyhedron 166

RPGA NETWORK

d20 system

First Watch

Previews, notes & news on the world of d20 gaming

Release Roundup

With the birth of the d20 System, adventures were all the rage. Once small publishers discovered how difficult it was to turn a profit on short quests, they shifted to giant sourcebooks based around existing and new core and prestige classes. Then we were buried under a tsunami of monster encyclopedias. Finally, the industry has latched onto the idea of campaign settings, and currently available releases make up one of the greatest influxes of campaign setting creativity seen since the heyday of TSR. We'll get around to looking at many of these settings here in the pages of *Polyhedron*, but it seems fitting to start with the setting that's been around longer than most of our staff has been alive.

Illustration by Rey Lewis

Player's Guide to the Wilderlands (Necromancer Games/Sword & Sorcery Studios)

Authors: Bob Bledsaw, Clark Peterson, James Mishler, Rob Conley, Greg Geilman, and Patrick Lawinger

Format: 128 black-and-white pages, perfect bound, full-color poster map

Price: $23.95

The d20 System era isn't the first time we've seen second-party companies publishing Dungeons & Dragons-compatible products. Way back in the late 1970s, D&D was so popular that TSR had trouble keeping up with demand. Enter Judges Guild, a small publishing outfit with an official license to produce D&D-friendly adventures, accessories, and supplements. Judges Guild published the game's first city supplement, the first outdor encounter tables, the first DM's screen, and blazed new trails with innovative (for the time) rules like critical hits, weapon speeds, and reach. Their most famous release, an urban setting called the *City State of the Invincible Overlord*, remained in print into the 1980s, and reappeared under license from Mayfair Games several years later.

Like most Judges Guild products, the *City State* was based in a fantasy campaign setting called the Wilderlands, an enormous world that grew with each new Judges Guild release. While many modern gamers have never heard of the Wilderlands, it was one of the very first fantasy settings, and influenced the first generation of fantasy roleplaying gamers.

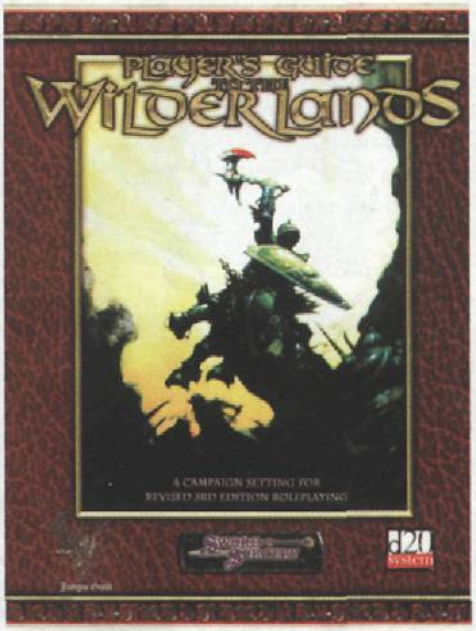
One of those early gamers was Clark Peterson, who one day would become president of Necromancer Games. Necromancer, one of the first d20 publishers, bills itself as providing "3rd Edition Rules, 1st Edition Feel," appealing to old school gamers who remember the glory days of the D&D game, when orcs were meant to be killed and story took prescedence over rules. Clark fondly remembered the Wilderlands campaign setting, and (with the blessing and cooperation of Judges Guild creator Bob Bledsaw) managed to get the license to produce new Judges Guild material for the d20 System.

The first offering from Necromancer's Judges Guild imprint, the *Players Guide to the Wilderlands*, manages to perfectly fit the spirit of the game's earliest days, providing a glimpse into a fantastic world of high adventure that's a little bit grittier while at the same time a lot more imaginative than many modern campaign settings. The book speaks seductively to those of us who like our fantasy in the vein of Robert Howard and Jack Vance, urging us to cast aside the glossy, full-color setting books we've grown to love and engage in a torrid affair with one of the oldest settings known to gaming.

But part of that "1st Edition Feel" is putting the rules second to story, and in this vein, the *Player's Guide to the Wilderlands* is very much a product of its enthusiastic, but not particularly balanced, inspiration.

Into the Wilderlands

The Wilderlands contain a dizzying array of possible campaign locales, from the caveman- and mastodon-dominated Elphand Lands to the dragon-infested Valley of the Ancients to the nomad highlands of Altanis. Pirates, barbarians, and wild beasts are everywhere, with safe refuge found only within arrow range of several great city states: Viridistan (City State of the World Emperor), Tula (City of Mages), Rallu (City State of the Sea Kings), and the eponymous City State of the Invincible Overlord.



Each city or wilderness locale offers a specific type of roleplaying experience. In Tula, even the average citizen is likely to know a handful of spells, and magical beasts, demons, and worse walk the city streets. In Viridistan, a green-skinned immortal human sits upon an imperial throne, strengthening the influence of his domain with demonic magic. You won't find a lot of cozy halfling communities in the Wilderlands, but you'll find plenty of overcrowded, disease-choked cities, deadly mountain passes, and treacherous oceans. The book itself is heavy on history but light on modern detail. It's probably most similar to Wizards of the Coast's *Living Greyhawk Gazetteer*, in that the focus is on story over rules, so a player of 1st Edition D&D might find the book every bit as useful as the greenest 3rd Edition newbie.

Unlike the *Living Greyhawk Gazetteer*, however, the *Player's Guide to the Wilderlands* contains a number of new rules, from attribute bonuses for human subraces to new feats to new monsters and classes. And no matter how much I like the setting's background, these rules present a lot of problems.

In the Wilderlands, not all humans are created equal. The book contains thirteen subraces of humanity, each of which differs in appearance and, more importantly, in game terms. Ghinorans conform to the standards outlined in the *Player's Handbook*, but Karakhans get Ride and Handle Animal as class skills, a +1 bonus on all Ride checks, and a free Mounted Warrior feat. Altanians get an even better deal, with +2 Strength, +2 Constitution, –2 Intelligence, –2 Charisma, a free Track feat, three bonus class skills, and a +2 racial bonus on Survival checks ("balanced" by losing the normal human's minor skill point advantage). Worst of all is the Amazon, which gets +2 Wisdom and Charisma, a +1 psionic bonus to AC, and two class skills. These advantages are "balanced" by the fact that they can't wear armor (which shouldn't trouble an Amazon sorcerer, who ought to appreciate that Charisma bonus). If you're the kind of player who wants all base races to be more or less equal, you're going to want to do a fair amount of tinkering with this book.

And you're not going to want to use any of the new classes (alchemist, Amazon warrior, sage, and witch). The alchemist is absolutely great in terms of flavor, but falls flat when it comes to power. The class seems to hover between NPC and PC status, not quite as good as a wizard, but better than an adept. Worse, almost all of the alchemist's class abilities cost experience points, so in order to do anything fun, the alchemist is going to be treading water while his companion wizards and sorcerers hog the spotlight by advancing in level and actually making an impact on the game.

The sage is probably the book's play balance lowpoint. To quote the example of the sage's research ability, the cornerstone of the class: "For example, if a sage wishes to gain the maximum +3 bonus on a DC 30 Knowledge skill check, he must spend 120 hours—or 12 full days—in study (DC 20 × 2 = 40 hours per +1, × 3 for +3 = 120 hours." Alternately, a character could ask two 1st-level followers with 1 rank in the Knowledge skill to "aid another" on the exact same check, garnering a +4 bonus and saving 71,999 rounds (to say nothing of the 100,000 gp the sage spent on his library).

The further the book's game rules wander from trying to reinvent the wheel (or the core classes and races, for that matter), the better they are. A great sidebar on "Tomes of Knowledge" includes rules for going mad after reading fell ancient librams, something I plan to adapt into my campaign immediately. A subsection of the book's extensive history section breaks the history of the Wilderlands into several categories, presenting bardic knowledge DCs for knowing information regarding each, something I consider a real innovation that I'd like to see carried through in all campaign setting products. Libram titles like the *White Book of Mazzaroth* and the *Plane of Molten Skies* further enhance the setting's pulpy roots.

The book also contains an optional slow xp progression chart sure to find devotees among fans of older editions, who often feel that 3rd Edition speeds through levels too fast.

Despite all my carping on rules balance, I really like this product. The fact of the matter is that the *Player's Guide to the Wilderlands* is a campaign setting first and a rulebook second. Everyone who buys this thing will already have a solid set of rules in the core books, so the fact that the book's mechanics need some work shouldn't deter would-be purchasers from picking up a really great setting.—Erik Mona

Sorry, Warduke Not Allowed

As I sat thinking about updates for this issue's installment of "News from the Top," I was flicking through issue #105 of *Dungeon*, which had just hit my desk. I smiled bemusedly as I read and related to Erik's editorial on Warduke, the "coolest" "all-star" plastic action figure he used as a child to terrorize the planet Hoth and to destroy his mother's houseplants. This wasn't a smile of someone amused at Erik's story, but one of total connection, though for a differing reason. I was thinking of the pounds of unpainted metal I still owned—boxes of unpainted, unfinished models that have been shipped around the world to still grace the bottom of my closet in the vain hope that one day I'd find time to assemble and paint them.

With the introduction of the new painted plastic D&D Miniatures line, my enthusiasm was rekindled (sadly at the cost of consigning those pounds of unfinished—yet still loved—miniatures to languish within the dark recesses of my closet for the foreseeable future).

As we put the finishing touches to the new RPGA Miniatures tournament and league floor rules, my workspace has been rapidly overtaken by warbands for good and evil as well as law and chaos. Our new Miniatures tournaments were first showcased under the RPGA banner at Gen Con SoCal 2003, with the highlight being the Dragoneye prerelease tournament. This was a full two weeks prior to the official launch of the second set of D&D Miniatures, and just one of a number of RPGA Miniatures events we had planned for the show. Sadly, cherished Warduke wasn't present, as he and his action figure friends aren't legal (I'm sure Erik will find a new "coolest" miniature to substitute for him and battle with in the future).

Full sanctioning instructions for all enthusiasts, like myself, are available at rpga.com, and we've even expanded the site to create a retailer kit for your local store!

I Can Now Play at My Local Store?

This kit, available at the beginning of January, 2004, contains full instructions on how your local store can host D&D Miniatures leagues and tournaments. Every month, we'll update the kit with copies of a special RPGA adventure. These sanctioned RPGA adventures will help give players, new and old, a chance to sample the high adventure we have all come to love within our community.

This package is only available from the RPGA via Wizards of the Coast's Direct Sales department, so if you'd like your store to participate, suggest they call 1-800-564-1636.

As with established RPGA-sanctioned games, all reporting will be via the Internet for both D&D Miniatures play and retailer RPG gaming.

The D&D Miniatures leagues and tournaments are open to all players, experienced or not. For now, the adventures will be from the *Legacy of the Green Regent* campaign, and later from the forthcoming Eberron campaign setting. These adventures will also be available from our online ordering, so for those with no local store, fear not, you'll still be able to get them and face the challenges within those hallowed pages.

Time to Reward GMs

It's a new year, so it's time to reward those who gave us so many great games in 2003. Therefore, from January we will be rewarding GMs much like we do players for reported RPGA game play. Those GMs who were in the old system will be receiving a special gift(s) to thank them for their service and welcome them to the new program. During January, these will be speeding to all GMs who signed up online at rpga.com before the end of December, 2003. From then on, rewards for play and GMing will be simultaneously mailed three times a year. It's about time we rewarded those who make our weekly RPGA game nights so exciting. With the D&D Player Rewards program becoming so successful in 2003, it makes perfect sense to expand this now. Check out rpga.com for more details and to sign up if you haven't already.

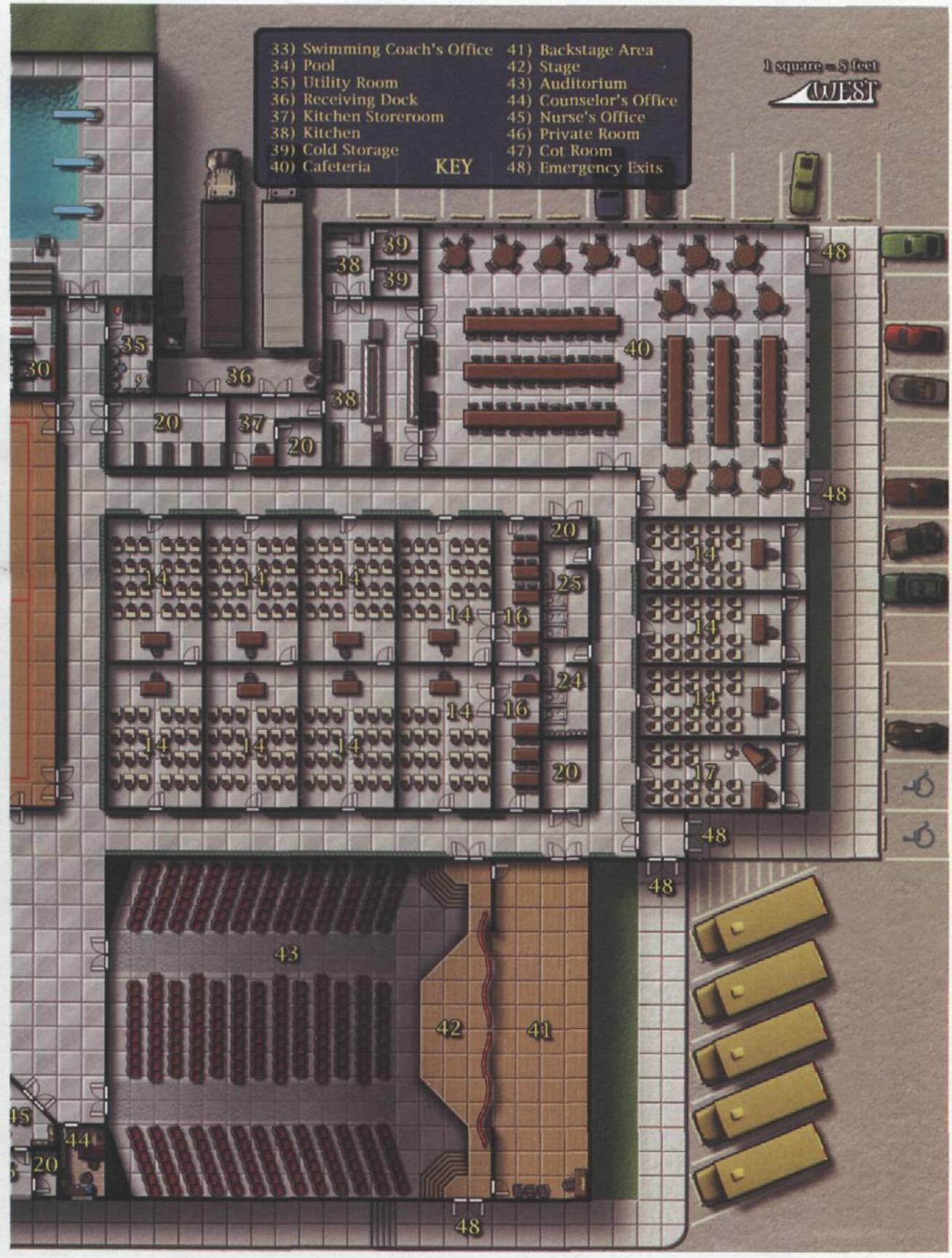
And Finally...

WINTER FANTASY 2004 is just around the corner, and we need a few last-minute GMs. If you're thinking of joining us at the Meadowlands Exposition Center, New Jersey and would like to help us out, we'd love to hear from you at rpgagm@wizards.com. More details and reward outlines are available at rpga.com.

Until next time, may the goddess Tymora shine favorably upon your d20s everywhere... I know my warband of hapless ogres could do with a little luck.

Ian Richards
Worldwide RPGA Director
ianr@wizards.com

Public High School
1) Main Entrance
2) Lobby
3) Display Case
4) File Room
5) Main Office
6) Conference Room
7) Principal's Office
8) Vice Principal's Office
9) Library
10) Raised Study Area (Over AV Rooms)
11) Librarian's Office
12) Library Assistants' Desk
13) Computer Lab
14) Classrooms
15) Industrial Arts Classroom
16) Science Labs
17) Music Classroom
18) Art Classroom
19) Darkroom
20) Storage Room
21) Home Economics Classroom
22) Teachers' Lounge
23) Lecture Hall
24) Men's Room
25) Ladies' Room
26) Gymnasium
27) Bleachers
28) Boys' Locker Room
29) Girls' Locker Room
30) Showers
31) Cleaning Supply Room
32) Coach's Office
KEY


33) Swimming Coach's Office
34) Pool
35) Utility Room
36) Receiving Dock
37) Kitchen Storeroom
38) Kitchen
39) Cold Storage
40) Cafeteria
KEY
41) Backstage Area
42) Stage
43) Auditorium
44) Counselor's Office
45) Nurse's Office
46) Private Room
47) Cot Room
48) Emergency Exits
1 square = 5 feet
WEST

DEAD MAN'S QUEST

An Adventure in Freeport

By Graeme Davis Art by James Ryman

Farewell and adieu to ye noble hearties,
Farewell and adieu to ye ladies of Spain,
I've received my orders for to sail for the Dead Man,
And I hope with the Grand Fleet to see you again.
—"Tom Deadlight" (traditional)

Living pirates are a common enough hazard around the islands known as the Serpent's Teeth. A dead one is even more trouble—especially when his treasure has been stolen.

"Dead Man's Quest" is a D&D adventure for four 1st-level characters. Since a substantial part of the adventure takes place at sea or underwater, at least some of the player characters should have ranks in Profession (sailor) and Swim. The DM should familiarize himself with the section on aquatic terrain in the *Dungeon Master's Guide* on pages 92–93 and the section on water dangers on page 304 before running the adventure.

This adventure serves as an introduction to Green Ronin's Freeport campaign setting. It takes the PCs to this infamous pirate city and introduces them to various locations and characters there. Characters who successfully complete this adventure should be of sufficient level to tackle the award-winning Freeport trilogy, *Death in Freeport*, *Terror in Freeport*, and *Madness in Freeport*. Green Ronin publishes several other volumes using the Freeport setting that can further aid in running a Freeport-based campaign.

Adventure Background

Captain Edmund Fletcher was a renowned Freeport pirate and a devout follower of the Pirate God, whose temple is a prominent landmark in the notorious city. While returning home after a raid, Fletcher's ship, the *Stingray*, ran afoul of a small band of sahuagin led by a particularly cruel malenti (a freakish sahuagin that looks almost like an aquatic elf) named Mother Merrow. The *Stingray* sank with the loss of all hands, and in the wreck the sahuagin found the Eye of the Sea Dragon—a priceless gem that Captain Fletcher had recently recovered and had sworn to return to the treasury of the Pirate God's temple in Freeport.

With his vow unfulfilled, Captain Fletcher's spirit has been unable to rest and has become a ghost. His anguish can only be brought to an end if the stolen gem is recovered and brought to the temple.

Adventure Synopsis

The adventure starts when the PCs' ship is attacked by a band of insane pirates. After the encounter, they are approached by the ghost of Captain Fletcher. He asks the PCs to find the wreck of his ship and to recover his body. The wrecked ship lies just off the coast of a small volcanic island that also serves as a hideout for the sahuagin who sank the ship. The PCs must locate this lair and defeat the sahuagin and Mother Merrow in order to recover the Eye of the Sea Dragon.

Having recovered the rare jewel, the PCs' problems are only beginning. They must make their way through dangerous and pirate-infested waters to the notorious pirate city of Freeport before they can bring the gem to the temple of the Pirate God. Unfortunately, nearly as soon as they deliver it, the Eye of the Sea Dragon is stolen from the temple by a group of cultists who intend to use it in a ritual honoring their dark god, a being known only as the Unspeakable One. The PCs must track them to their lair before the ritual can be completed and recover the gem a second time.

Adventure Hooks

This adventure starts with the PCs on the high seas. Exactly how they get there is up to the DM, as a great deal depends upon where they are starting from and what adventures have come their way so far.

Newly-created characters can start their adventuring careers aboard the ship, with only a basic story of where they all come from, where they are going to, and why. Freeport's notoriety is widespread, so it could be that they are all headed there to seek their fortunes. Alternatively, they might be on their way somewhere else, and find themselves sidetracked by this adventure. Here are a few possibilities:

- The PCs have been sent on a diplomatic mission to another nation along with their patron, a 3rd-level aristocrat. The patron dies in an accident or of sickness before the PCs reach their goal, and they find themselves at sea with no goals and no obligations.
- One or more PCs lost property or loved ones in a recent pirate raid. Along with a ragtag band of sur-

vivors, they set out in a patched-up ship to track down the villains responsible, recover their kidnapped families, and bring the pirates to justice. These pirates could be the insane thugs encountered at the start of the adventure, or some other group of pirates that now lurks in Freeport.

- The PCs recently fell foul of the Pirate God, either by having a hand in the sinking a pirate ship by some underhanded means rather than in a fair fight, or by refusing the last request of a dying sea-dog. Worst of all, they may have stolen pirate treasure. Even if the treasure belonged to the PCs before the pirates took it, the Pirate God is offended. The exact nature of the divine curse should be tailored to your campaign, but the PCs should learn from a seer or fortune teller that the only way to lift the curse is to seek out Captain Fletcher of the *Stingray*. The PCs can learn that Captain Fletcher was recently lost at sea; traveling to the region he was last known to be brings them into contact with his ghost.

Pirates! (EL 2)

The sun has just set, but the sea has been wreathed in a thick bank of fog for at least an hour already. The sails of your ship hang empty in the still air, and a layer of moisture coats every exposed surface. Even the constant creaking of the ship's timbers seems quieter than normal.

And then the fog parts, revealing a badly listing ship, its sails burnt and its decks empty and blood-stained, adrift only a few hundred feet ahead of your ship. You can just make out the name of the ship in the last flicker of sunlight: the Brinewolf.

A character who makes a successful Knowledge (local) check (DC 20) recognizes the ship as a known pirate ship captained by one Captain Pigeye Pete. The ship's crew has a reputation for being rather sadistic, but it's been missing (and presumed lost at sea) for nearly a month.

The crew of the *Brinewolf* mutinied several weeks ago, and the resulting battle was quite terrible and bloody. When it became obvious that the ship was lost, the captain burnt the sails and scuttled the ship's food supplies before he was killed. The mutineers barely took the ship, and although more than a dozen of them survived, many were gravely wounded. One of the wounded was the ship's navigator, and without food none of the wounded lasted for long. Since the mutiny, the pirates have been adrift for nearly a month, alternately rowing aimlessly for shore and bickering with increasing violence. Cannibalism kept their bodies alive this long, but their minds have been dead for weeks.

Creatures: *The Brinewolf* is currently crewed by only six human warriors, all of whom are starving and quite insane. Although mad, the pirates remain cunning, and when they saw the PCs ship through the parting fog, they all quickly hid on deck. Characters can make Spot checks against the pirates' Hide checks, but keep in mind that at two hundred feet, there's a –20 penalty on Spot checks.

Pirates, Male Human Warı (6): CR 1/3; Medium humanoid (human); HD 1d8+1; hp 6 (each pirate currently has 3 nonlethal damage); Init +1; Spd 30 ft.; AC 12, touch 11, flat-footed 11; Base Atk +1; Grp +1; Atk/Full Atk +1 melee (1d6/18–20, rapier); SA —; SQ —; AL CE; SV Fort +5, Ref +1, Will –2; Str 11, Dex 13, Con 12, Int 10, Wis 7, Cha 12.

Skills: Jump +4, Profession (sailor) +3, Swim +4.

Feats: Great Fortitude, Skill Focus (profession [sailor]).

Languages: Common.

Possessions: Rapier, padded armor, 2d6 cp.

Tactics: The crew of the *Brinewolf* has no ranged weapons, and hopes the PCs' ship approaches and attempts to board them. They wait until the last possible moment, then leap up and onto the PCs' ship, trying to kill everyone on board. If the PCs avoid the *Brinewolf*, the pirates emerge and take up their oars in an attempt to get close enough to board the ship. The easiest way to determine if the pirates catch up to the PCs is to have both groups make opposed Profession (sailor) checks. One pirate makes this check, and the other five aid him (see pages 66–67 of the *Player's Handbook*). If the PCs can win four of these opposed skill checks in a row, they escape the *Brinewolf*. If the pirates win four checks in a row, they catch up and can try to board the PCs' ship. The *Arms and Equipment Guide* has extensive rules for vehicular combat; if you use these rules, the *Brinewolf* is a keelboat.

Once the pirates manage to board the PCs' ship (doing so requires a successful Balance check (DC 12); if the ships are more than a few feet apart it also requires a successful Jump check) they attack with a blind rage. Fortunately for the PCs, the pirates are insane with hunger and fury and fight in an uncoordinated manner as a result. They don't bother flanking characters, and tend to attack random targets.

Treasure: Aside from the meager copper coins and gear carried by the pirates themselves, there is no treasure on board the *Brinewolf*; Captain Pigeye was quick to scuttle the treasure along with the food when the mutiny occurred. The *Brinewolf* itself is barely seaworthy, and if salvaged, is worth only 500 gp.

Development: This encounter assumes that the PCs are alone on their ship; if there are other crewmembers present, you should increase the number of pirates proportionally to keep the battle exciting. The PCs should face about six pirates total during this combat, and the outcome of the battle should be based entirely on how the PCs fare against these pirates; you don't need to actually roll dice for pirates fighting NPCs, but you should make sure to describe these other fights as well during the PCs' and pirates' actions in combat.

Ad-Hoc Experience Award: Experience for defeating these pirates should be computed as if they were CR 1/3 creatures since they have some nonlethal damage and don't fight in an organized manner.

Captain Fletcher (EL 6)

As soon as the PCs defeat the pirates (or as soon as they escape from them), read the following.

> Over the sound of the wind and the waves, you can just make out something else—a distant moaning, like someone in great pain. It seems to be getting closer.

Any character on deck that makes a successful Spot check (DC 15) notices a faint light in the distance. The light approaches their vessel steadily, and continues to follow even if they change course. After a few minutes, observers can make out something that looks like a human figure, glowing slightly as it seems to walk along the surface of the sea. No matter what the PCs do, the shape keeps getting closer.

Eventually, the figure reaches their ship and rises up through the hull to float an inch above the deck. This is the Ghost of Captain Fletcher. Doffing his hat with a courtly bow, the figure speaks:

> "A good evenin' to you all, me friends. Ned Fletcher's th'name, late master o' the Stingray, now lost in waters not far from here. We ran afoul o' some fish-men a few days back, which is why you see me in my present unhappy condition.
>
> "I'll come straight to th'point, me friends. See, the *Stingray* were carryin' a great treasure when she were sunk, includin' a precious gem known as th'Eye o'the Sea Dragon, which were promised to th'Temple o'the Pirate God in Freeport. Until that promise be carried out, I be bound t'wander these seas in this pitiable state. So I be needin' yer help in recoverin' th'stone and seein' it safe to Freeport. The rest o' the cargo be yours t'take, in thanks for yer kind assistance. What say ye?"

Creature: Captain Fletcher is dressed in knee-length boots, satin britches, a lace-fronted shirt, a red brocade coat, and a three-cornered hat topped by a bright blue feather. An amulet bearing the sign of the Pirate God hangs around his neck. Curly black hair spills from beneath his hat, and he has a bristling black beard. He has a booming voice, and sprinkles his conversation with nautical terms. He seems slightly transparent, and sometimes glows with a soft blue light (equivalent to torchlight); when he gets angry, this light changes to a fiery red.

Captain Fletcher first noticed the *Brinewolf* and thought to recruit them to aid in his mission, but when the PCs defeated (or avoided) them he realized that they would make better living agents than a boatfull of lunatics.

Captain Ned Fletcher, Male Human Ghost Exp5: CR 6; Medium undead (augmented humanoid, incorporeal); HD 5d12; hp 40; Init +1; Speed fly 30 ft. (perfect); AC 14 (+1 Dex, +3 deflection), touch 14, flat-footed 13; Base Atk +3; Grp +4; Atk/Full Atk +4 melee

(1d3, unarmed attack, ethereal opponents only); SA manifestation, *mage hand*; SQ +4 turn resistance, darkvision 60 ft., incorporeal traits, rejuvenation, undead traits, wandering spirit; AL CN; SV Fort +1, Ref +2, Will +8; Str 12, Dex 13, Con —, Int 15, Wis 14, Cha 17.

***Mage Hand* (Su):** Captain Fletcher can use *mage hand* at will as a standard action (caster level 12th).

Wandering Spirit (Ex): Unlike most ghosts, Captain Fletcher's love of exploration and travel allows his ghost to travel at will; he is not bound to the site of his death.

Skills: Appraise +10, Balance +9, Bluff +13, Climb +9 (+11 with ropes), Diplomacy +5, Disguise +3 (+5 acting), Escape Artist +1 (+3 with ropes), Gather Information +5, Intimidate +18, Knowledge (local) +10, Profession (sailor) +10, Swim +9, Use Rope +9.

Feats: Iron Will, Persuasive, Skill Focus (Intimidate).

Languages: Common, Aquan, Orc.

Possessions: None; Captain Fletcher's possessions were taken from his body by the sahuagin. If any of these items are returned to his body, he gains ethereal copies of them.

Development: Captain Fletcher is a gift for DMs who like to overact, and he should be played to the full. He lacks most of the more aggressive ghostly powers, which makes it difficult for him to recover the Eye of the Sea Dragon himself, and forces him to count on the PCs for help. He relies heavily upon his Bluff and Intimidate skills to get his way.

If the PCs refuse to help Captain Fletcher, he continues to haunt them until they give in. His howling and wailing keep anyone from relaxing, and he tends to manifest himself at the most inconvenient moments. His sudden appearances can cause –2 penalties on skill checks or attack rolls. He uses his *mage hand* power to create harmless but annoying pranks at the PCs' expense. Even if the PCs manage to destroy him, his rejuvenation ability allows him to restore himself in 2d4 days if he makes a successful level check (DC 16), at which point he reappears near the character who slew him and renews his haunting.

Here are a few quotes that the DM can use when Captain Fletcher is tormenting the PCs:

"That weren't a friendly way to treat a shipmate who's down on his luck, now was it? Just remember, one day ye'll be in need of a helpin' hand yerselves."

"See, I wouldn't a' done it that way if I'd a' been ye."

"BOO! Ha, ha, ha—you shoulda seen yerself! Jumped right outta yer skin, ye did!"

"I heard that! It be bad luck to speak ill o'th'dead, y'know. Not to mention tis a grave discourtesy to a hapless shipmate."

"Simple enough to be rid o' me if'n that's what ye wants."

The Sunken Stingray

The *Stingray* lies in thirty feet of water, a dozen or so miles from the point where the PCs first encountered Captain Fletcher and not far from the shores of an apparently uninhabited volcanic island. Given a favorable wind and calm seas, they can reach the site fairly quickly by following Captain Fletcher's directions.

> A rugged, jungle-covered island juts starkly from the sea here. A low volcano dominates the isle, and wisps of smoke waft from its crater. There seems to be no beach or other safe landings along the edge of the isle, its basalt cliffs rising nearly a hundred feet from the breakers below. A treacherous-looking reef shields the southeastern shores of the island from easy approach.

Captain Fletcher guides the PCs towards the reef on the southeast side of the isle. If the PCs' ship is large, he recommends that they take a rowboat over to the wrecked *Stingray*. The water itself is crystal clear, and as the PCs draw near they can see no less than four wrecked ships impaled on the reefs below. One ship is obviously in better condition than the others; this is the *Stingray*. As they draw near, Captain Fletcher speaks up.

> As the wreck of the *Stingray* comes into view, Captain Fletcher wipes a transparent tear from his cheek.
>
> "Never had a chance," he says sadly. "They just crept up and holed 'er 'neath th'waterline, and it were sink or swim. No warnin' or nothin'. All me brave lads, rest their souls...them as didn't drown was picked off in the water as they tried t'get away." He stares sadly down upon the waves for a moment, and then shakes himself.
>
> "Well, there be no help fer that now. We best be getting t'business. Thar be a stash o'potions in me quarters below that grant th'power t'breathe water. Alas, I be in no shape to be fetching them up for ye. I'll spy out the land down below, and ye busy yerselves contriving some means t'reach the ship. If ye can reach me quarters, look behind the chart fer the potions." With that, he sinks down through the deck of the ship and into the sea below.

No matter how long the PCs may wait for him, Captain Fletcher does not return, for he has found his body in the deep below and has been overcome with grief.

The greatest challenge facing the PCs in this part of the adventure is how to survive underwater long enough to reach the wreck and search it. If they can get to the captain's cabin (area S4), they may be able to secure the potions of water breathing from the hidden compartment in the wall. Otherwise, they'll be forced to make multiple dives.

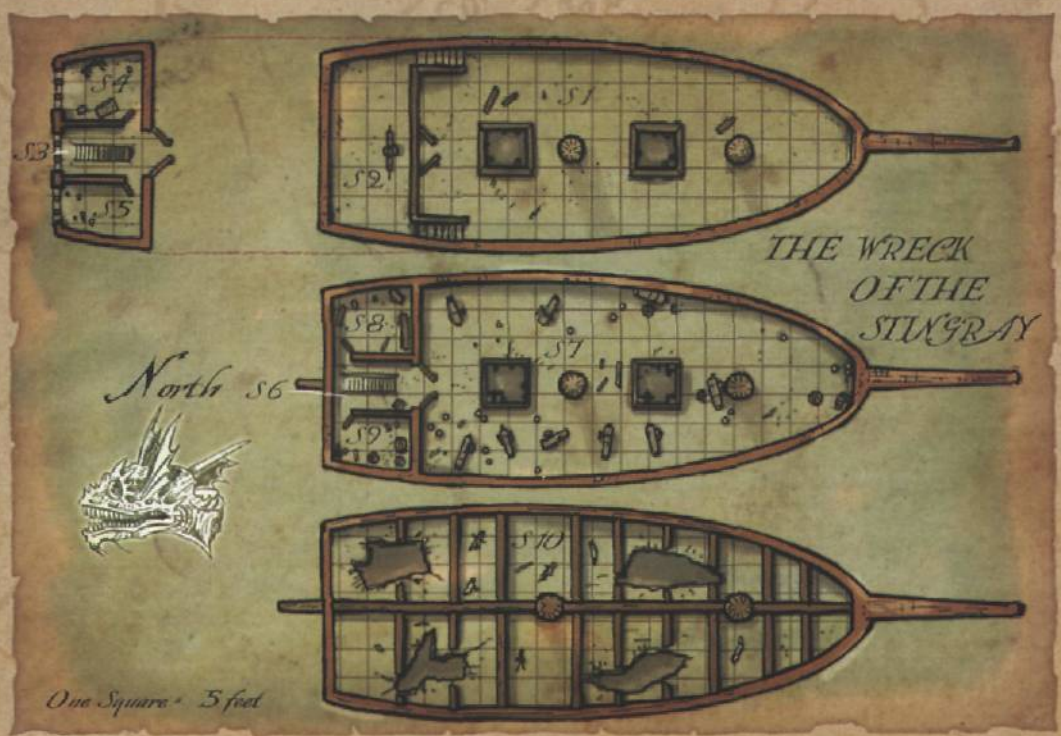
A character with a good Swim skill should be able to dive to the wreck without too much trouble, but can only stay down for a limited time. The water on the surface is rough, but underwater the currents are sheltered by the reefs and the water becomes calm.

The Stingray

The *Stingray* is remarkably undamaged, since, as Fletcher explained, the attacking sahuagin simply holed the ship and waited for it to sink. The crew tried desperately to make for landfall, but the ship sank before it reached the island and the crew were picked off in the water as they abandoned ship.

The wreck sits almost upright on the sea floor, about 30 feet down. The gun deck is about 20 feet down, and the upper deck is only 10 feet down. The afterdeck (area S2) is only a few feet underwater. Her masts are intact, but her sails and rigging are gone; the tips of the masts protrude from the waves. These are the depths at low tide; at high tide, add 5 feet to each depth.

There are several more wrecks in the immediate area, all of which seem to have been sunk in the same way as the *Stingray*. They have obviously been on the bottom longer, though: the marine sediment on their



decks is thicker, and in some places coral and various plants now grow. These wrecks contain nothing of value; the sahuagin have long since absconded with these ships' treasures. If the PCs decide to search any of these older wrecks, you can improvise encounters with marine creatures as desired.

S1. Main Deck

The main deck is empty apart from a few fish swimming lazily about. Even the coils of rope and other deck accessories that clutter most ships are missing. A light dusting of sediment covers everything, but is not thick enough to conceal even a small object. Double doors set into the side of the afterdeck hang open, swinging slightly in the current. Two open hatches lead down below.

S2. Afterdeck

This raised area at the stern of the ship is stripped of ropes and other loose equipment. A wooden railing runs around the deck, and on both corners is an empty metal mounting, apparently for a weapon that has been removed.

The ship's wheel is still intact, but close inspection reveals that the chains connecting it to the rudder have been broken. Characters who investigate the broken chains find several triangular teeth tangled in the chains near where they were once attached to the rudder. A successful Knowledge (nature) check identifies the teeth as having come from an enormous great white shark. Fortunately for the PCs, this shark is not currently in the area, but the possibility of such a monstrous creature in the vicinity should give them pause.

S3. Upper Companionway

This room is little more than a passage, giving access to the cabin doors and a stairway that leads down below. The doors to both cabins hang open on their hinges.

S4. Captain's Cabin

This large cabin shows only a few traces of its former luxury. The walls are handsomely paneled up to about waist-height, and above that level they are painted with nautical scenes. Fragments of gilding remain in a few places on the carved ceiling-beams, but for the most part they have been hacked off. The windows have been broken out to leave a single large opening in the back wall, and a large bunk and an overturned table are the only furnishings that remain here. The eastern wall contains a large, lacquered map of the surrounding seas.

Although the sahuagin have looted this room of most of its valuables, they did not discover the hidden **Treasure** behind the lacquered map on the east wall. A successful Search check (DC 20) made in the general area of the map finds a cleverly hidden catch that allows the heavy central section to slide down and reveal a small hollow in the wall beyond.

Treasure: Hidden in the hollow behind the map are three leather pouches. Each contains 50 gp. Behind the pouches are several *potions of water breathing*. You should tailor the number of potions found here to your group—there should be one potion per PC. Each potion functions at caster level 5, so a single potion lasts for 10 hours. If the PCs waste their time in the wreck, they may find the underwater portion of the sahuagin hideout to be even more dangerous.

S5. Officers' Cabin

Two pairs of bunks are fixed to the walls and floor here. The mattresses have been torn from the bunks and ripped apart, apparently in the course of being searched. Fragments of cloth and straw float all around the cabin. Both windows are broken out.

S6. Lower Companionway

This narrow hallway has no windows, and a single stairway leads upward. A cupboard has been built into the underside of the stairs. The door to the cupboard has been ripped off its hinges and lies on the deck nearby. The cupboard itself is empty.

S7. Gun Deck (EL 1)

This open deck is dominated by two banks of cannons, some of which have broken free of their mounts and now lie on their sides. Upturned barrels and cannon balls lie strewn haphazardly across the deck itself. Numerous empty hammocks hang from beams and the masts as well; apparently the bulk of the crew slept here.

NOTE: If your campaign does not include firearms or cannons, simply replace these banks of cannons with ballistas.

Retrieving the cannons for salvage is a difficult task likely beyond the means of a 1st-level party. The barrels contain gunpowder for the cannons, but unfortunately all of it is soaked and useless—even if it is dried out, it burns only reluctantly.

Captain Fletcher is here, floating near a cannon in the aft port corner that has torn free from its mounting. He turns around with a start when the first PCs enter the hold.

"Oh, there ye be," Captain Fletcher says, his voice strangely unaffected by being underwater. He glances forlornly about the hold and seems to sigh. "Looks like they stripped'er clean. They even took the bodies o'me crew. Well...most o'the crew..." As his voice trails off, he glances back down to the cannon beside him with a forlorn look in his eyes.

At Captain Fletcher's ghostly feet, crushed under the cannon that rolled onto him, is his body. The sahuagin have stripped it of its valuables, and the crabs and eels have been at what remains. Captain Fletcher recovers himself quickly, though, and addresses the PCs again.

"Listen," he says. "I know we only agreed upon th'gem, but what d'ya say to recoverin' me mortal remains and takin' th'bones back to Freeport? Th'blasted cannon pinned me down, so at least them scaly buggers didn't get me bones, but they done took me sword n'kit. Still, seems I'm good an' dead, all right. You kin' keep all me effects if ye kin'git 'em back from them whats took 'em, as long as ye see to'it me bones git a decent burial. I may have lived me life on th'briny deep, but I've no wish to lie under it ferever and be fish food."

This adventure assumes that the PCs agree to return Captain Fletcher's body to Freeport for burial. The cannon itself weighs 2,500 pounds; up to four people can work together to lift it enough to drag Fletcher's body out. Characters can use rope to aid in this effort; a successful Use Rope check (DC 20) allows any number of people to assist in moving the cannon (to a maximum of one person per 5 feet of rope), as long as the rope itself is strong enough. The rope listed in the *Player's Handbook* is nowhere near strong enough, but enough strong rope can be found in area S8 to serve this purpose. Of course, lifting the cannon isn't the only way to get Fletcher's body; the deck around and below the cannon can be damaged enough so the cannon falls through to the hold, freeing the body in the process. Gruesome characters could even simply chop through the body's legs and salvage what they can, although this act distresses Captain Fletcher greatly.

If the PCs refuse, Captain Fletcher haunts and annoys the PCs as detailed earlier. In any case, he accompanies the PCs from this point on in their adventure, providing little support in combat but offering plenty of opinions and observations along the way.

Creature: A few small harmless fish swim around inside the gun deck. Additionally, an octopus has taken up residence inside the barrel of the gun that has pinned Captain Fletcher's body to the deck. The octopus won't attack unless it is cornered (by someone searching its home or attempting to move the cannon, for example), and tries to escape if it suffers any damage.

Octopus: hp 14; *Monster Manual* 276.

S8. Equipment Locker

The walls of this room are lined with shelves and cupboards. Many are smashed and ruined, and all of them are empty. All that remains are several large coils of rope stacked in a corner, along with a spare anchor.

The sahuagin took everything and anything of remote value from this room, but left the rope and anchor since they were too heavy and useless to them. The rope itself has been treated to resist water and remains strong; it could be used to assist in moving the cannon off of Captain Fletcher's body. There is a total of 200 feet of strong rope here; the rope weighs 100 pounds per 50 feet.

S9. Gunpowder Storage

This storage area contains several barrels, many of which are upturned. A thick layer of gray sediment lies on the floor here.

This is where the majority of the ship's gunpowder was stored. Like the gunpowder in area S7, this powder has all been ruined by the seawater. If you have replaced the cannons in area S7 with ballistas, this room is instead used to store ammunition for the ballistas.

S10. Hold (EL 2)

The *Stingray's* hold is in the bilges of the ship; it hasn't a proper deck. Cargo was apparently stowed between the ship's beams. Four large holes in the ship's hull attest to its doom. The splinters around their edges are angled upward and inward. The cargo itself is missing, but in its place lie the bloated, ruined bodies of nearly a half-dozen dead pirates.

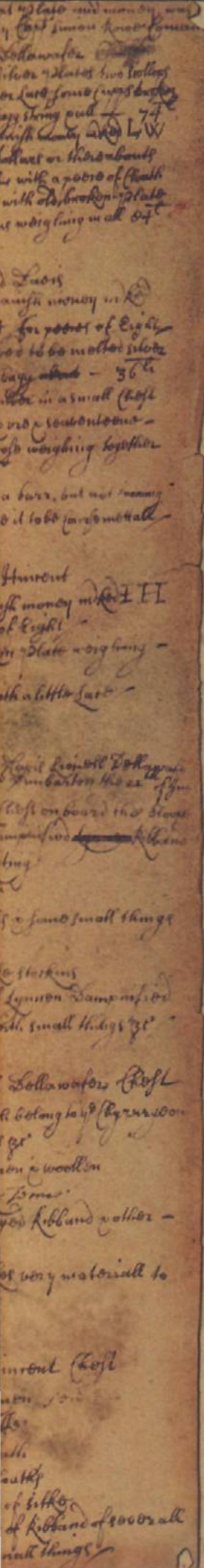
The dead found here represent only about a quarter of the *Stingray's* crew; the rest were taken by the sahuagin for food. The remaining bodies attracted several scavengers initially, but they have since been driven off by the arrival of the Creatures.

A character that examines the holes in the ship's hull and makes a successful Search check (DC 15) finds several large shark teeth that match those that may have been found in area S2 above.

Creatures: A pair of lacedons (aquatic ghouls) have taken up residence in the hold recently. If Captain Fletcher sees these undead feasting on his crew, he cries out in rage and grief and attacks the lacedons as best he can. He exhorts the PCs to help him kill the creatures.

Lacedons (2): hp 16, 11; *Monster Manual* 119.

Development: All four of the holes in the hull are large enough to allow Medium creatures easy access to the sea floor. When the sahuagin left the ship after gathering bodies and loot, they left via these holes. They



were fairly overburdened with treasure, though, and they dropped a fair amount of it as they relocated to their hideout under the nearby island. A successful Search check (DC 20) uncovers a fair amount of pirate equipment (hats, daggers, rapiers, bits of clothing, and even a hook-hand) partially buried in the sediment directly below and around these holes in the *Stingray's* hull.

The Sahuagin Hideout

Mother Merrow and her sahuagin minions have established their base in a cave system beneath the nearby volcanic island. Originally a network of lava tubes left behind by an ancient eruption, the caves have been further expanded by erosion and serve the sahuagin quite well.

A trail of dropped loot leads across the sea bed toward the nearest cliff face of the nameless island. A character can follow this trail with a successful Survival check (DC 15). If none of the PCs discover this trail or possesses the Track feat, they can still tell with a successful Search check (DC 20) of the sea floor near the wreck that the majority of the dropped loot seems to point in the direction of the island. Captain Fletcher points this out eventually if the PCs don't figure it out.

Characters who insist on sifting through the sediment for dropped loot can make a Search check (DC 20) once per minute. Success yields 1d6 gp worth of loot, usually in the form of silver coins, cheap jewelry, or small weapons. No more than 25 gp total in loot can be scavenged in this manner, and if the PCs take more than a couple minutes here Captain Fletcher grows impatient and urges them onward.

There are two ways to enter the underground (and in places, underwater) hideout. An above-ground entrance to the caves is hidden among the rocks on the island's southern coastline; a successful Search check (DC 25) locates this cleverly hidden entrance. A second entrance is located underwater on the southeast face of the isle; this entrance is larger and more obvious to anyone who approaches, as long as they are underwater. Noticing the entrance from above the water requires a successful Search check (DC 20). Both entrances are indicated on the map of the wreck site. Characters who successfully follow the trail of loot from the *Stingray* are led directly to the underwater entrance.

The tunnels of the sea caves are ovoid in cross-section, with height of about 8 to 10 feet. The chambers themselves have domed 20-foot-high ceilings.

H1. Guardians of the Land Entrance (EL 2)

The narrow, damp tunnel opens here into a fairly roomy chamber with a sandy floor and moss-covered walls.

Creatures: The cave is guarded by four zombies, created by Mother Merrow from some of the better-preserved pirate corpses and a *wand of animate dead* she looted from a prior shipwreck.

Pirate Zombies (4): hp 16, 14, 11, 11; *Monster Manual* 266 (human commoner zombie).

H2. Main Cave (EL 1)

This large cave reeks of brine and seaweed left to dry slowly on the shore. Half of the chamber is filled with sloshing sea-water, while the other half consists of a sandy beach strewn with seaweed. A partially flooded tunnel leads to the north, and to the south a half-flooded natural archway opens into another cavern.

This area is where the bulk of the sahuagin stay when they aren't out raiding and scavenging. They spend much of their time in the water, which is about 20 feet deep. The tunnel leading to the east from this area is completely underwater.

Creatures: Fortunately for the PCs, the majority of the sahuagin that lurk in these caves are out to sea, raiding ships and locathah villages. Only a single sahuagin is here at this time. The creature returned recently from a raid with news for Mother Merrow that the rest of the sahuagin plan to be gone for at least another week. The sahuagin remains in the pool if it sees the PCs enter this area, preferring to fight in the water. If discovered, it attempts to flee to area H5 to warn Mother Merrow of the intrusion.

Sahuagin (1): hp 14; *Monster Manual* 217.

Development: At high tide, water fills the western portion of this cave to a depth of three feet. At low tide, the pool in the eastern half of the room is only 15 feet deep.

H3. Shrine to Sekolah (EL 2)

This small cave is partially flooded; the only obvious exit is a half-flooded archway to the north that opens into a larger cavern. A sea chest sits on a natural table of rock to the west, draped with seaweed and supporting a large pile of humanoid skulls. Mixed in with the stack of skulls are several small glittering objects. The wall behind it is crudely carved with pictures of sharks.

This chamber is a small shrine to Sekolah, the god of the sahuagin and other evil aquatic races. The water-filled portion of the chamber is 20 feet deep, and the passageway leading to the northeast is completely submerged.

Creature: A solitary sahuagin cleric named Srathulas tends this shrine while the actual high-priest of the cult is gone; currently, the high-priest is accompanying the rest of the sahuagin on a raiding party far to the south. Srathulas takes her position quite seriously, and becomes enraged if any non-sahuagin dare to enter the shrine. She attacks at once, neglecting to call for help or alert the rest of the complex in her anger.

Srathulas, Female Sahuagin Clr1: CR 2; Medium monstrous humanoid (aquatic); HD 3d8+3; hp 16; Init +1; Speed 30 ft., swim 60 ft.; AC 16, touch 11, flat-footed 15; Base Atk +2; Grp +4; Atk +5 melee (1d8+3, masterwork trident); Full Atk +5 melee (1d8+3, masterwork trident) and +2 melee (1d4+1, bite); SA blood frenzy, rake 1d4+1, spells; SQ blindsense 30 ft., darkvision 60 ft., freshwater sensitivity, light blindness, speak with sharks, water dependent; AL LE; SV Fort +3, Ref +4, Will +6; Str 14, Dex 13, Con 12, Int 14, Wis 13, Cha 9.

Skills: Craft (sculpture) +4, Concentration +3, Handle Animal +4 (+8 with sharks), Hide +6 (+10 underwater), Listen +8 (+12 underwater), Spot +8 (+12 underwater), Swim +10.

Feats: Alertness, Combat Casting.

Languages: Common, Aquan, Sahuagin.

Spells Prepared (3/2+1; base save DC = 11 + spell level): 0—*cure minor wounds* (2), *guidance*; 1st—*cause fear, cure light wounds, obscuring mist.*

Possessions: Masterwork trident, black coral pendant in the shape of a shark (holy symbol of Sekolah) worth 5 gp.

Treasure: The glittering objects on the sea-chest altar consist of the latest sacrifices to Sekolah. The majority of these sacrifices are stolen loot from the *Stingray*. This loot consists of 100 gp, a small garnet worth 50 gp, six gold teeth worth 5 gp each, a bronze ring worth 25 gp, a gold bracelet worth 125 gp, and a belt woven from fine gold wire worth 500 gp.

Development: At high tide, water fills the western portion of this cave to a depth of 3 feet; the sea-chest altar remains dry. At low tide, the pool in the eastern half of the room is only 15 feet deep.

H4. Dumping Grounds

This chamber reeks of dead things washed up on the seashore. Heaps of bones, most stripped clean of flesh and some still wearing tatters of clothing or rusted armor, lie heaped on the floor in small piles. Intermixed with the bones are dozens of miscellaneous nautical tools; gaff hooks, broken sextants, pieces of metal and wood, ship nameplates, and more. Hundreds of pale crabs skitter over the floor, plucking morsels from bones where they find them.

This is where the sahuagin dump the remains of their feasts after they sink ships. They also dump all the loot that turns out to be worthless; all the good loot is eventually taken to a sahuagin tribe deeper underwater. Choice loot is given to Mother Merrow. In any case, there is little of worth here.

H5. Mother Merrow's Quarters (EL 3)

This cavern is completely submerged underwater, yet it is richly furnished with the spoils of several raids; a lavishly-carved ship figurehead depicting a mermaid leans against the northern wall, and two large sea-chests sit to either side of it. The floor is strewn with coins of all denominations, while to the east several niches in the walls are stuffed with jewelry, exquisitely crafted weapons, silverware, statuettes, and other expensive looking plunder.

Creature: This is where Mother Merrow, the leader of this group of sahuagin raiders, spends much of her time. She normally doesn't go on raids, preferring to

lounge here and wait for her minions to bring her more treasures.

Mother Merrow is a malenti; a rare form of sahuagin that looks outwardly like an aquatic elf. The only things that belie her true nature are her dead black eyes and her shark-like teeth. She dresses in an assortment of looted finery including a satin ball gown embroidered with pearls and gold thread, and various pieces of jewelry. The ball gown has long ago been ruined by sea water and hangs in tatters, but the pearls and gold thread are still quite valuable.

Mother Merrow, Female Sahuagin Malenti Ill2: CR 3; Medium monstrous humanoid (aquatic); HD 2d8+2d4+12; hp 25; Init +2; Speed 30 ft., swim 60 ft.; AC 17, touch 12, flat-footed 16; Base Atk +3; Grp +4; Atk/Full Atk +4 melee (1d4+2, +1 dagger); SA blood frenzy, spells; SQ blindsense 30 ft., darkvision 60 ft., freshwater sensitivity, light blindness, speak with sharks, water dependent; AL LE; SV Fort +5, Ref +5, Will +6; Str 12, Dex 15, Con 16, Int 16, Wis 12, Cha 13.

Skills: Concentration +8, Handle Animal +8 (+12 with sharks), Hide +7 (+11 underwater), Listen +8 (+12 underwater), Ride +9, Spellcraft +8, Spot +11 (+15 underwater), Swim +9.

Feats: Alertness (as long as Skithis is within arm's reach), Animal Affinity, Great Fortitude, Scribe Scroll[B].

Languages: Common, Aquan, Elven, Sahuagin.

Spells Prepared (4/3; base save DC = 13 + spell level): 0—*acid splash, detect magic, ghost sound, mage hand*; 1—*cause fear, color spray, mage armor.*

Mother Merrow's prohibited schools are enchantment and evocation.

Spellbook: 0—all; 1st—*animate rope, cause fear, color spray, identify, mage armor, silent image.*

Possessions: +1 dagger, wand of animate dead (3 charges remaining), rotted ball gown (pearls and gold thread are worth 50 gp), gold bracelet set with gems worth 150 gp, tarnished silver tiara worth 75 gp, pearl earrings worth 25 gp each, jade pendant worth 35 gp, and the Eye of the Sea Dragon. This last is in fact a spherical ruby worth 1,500 gp.

Skithis, Dogshark Familiar: CR —; Tiny animal (aquatic); HD 4 (effective); hp 12; Init +2; Speed swim 40 ft.; AC 16, touch 14, flat-footed 14; Base Atk +0; Grp −11; Atk/Full Atk +4 melee (1d4−3, bite); Space/Reach 2-1/2 ft./0 ft.; SA —; SQ blindsense, empathic link, improved evasion, keen scent, low-light vision, master gains a +3 bonus on Spot checks; AL LE; SV Fort +2, Ref +4, Will +1; Str 4, Dex 15, Con 11, Int 6, Wis 12, Cha 2.

Skills: Concentration +5, Handle Animal +1, Hide +7, Listen +6, Ride +7, Spellcraft +3, Spot +6, Swim +10 (dogsharks use their Dexterity modifier for Swim checks).

Feats: Alertness, Weapon Finesse[B].

Tactics: Mother Merrow's first action in combat is to take a round to telepathically summon the shark in area **H6**; the shark swims to aid the malenti immediately, arriving in area **H5** in 1d3 rounds. Mother Merrow fights with her spells, resorting to her dagger only once her combat spells are exhausted.

If she receives advance warning of the PCs' intrusion into the caves, she calls the shark to her side and casts *mage armor* on herself.

Treasure: Most of the best loot from the various ships the sahuagin have raided has ended up in this room. None of it is hidden, but if the PCs can't breathe water it may take some time for them to haul it all out to dry land.

The coins on the ground are mostly copper and silver, but there are a few gold and even some platinum coins to be found as well. In all, there is 12,365 cp, 1,742 sp, 421 gp, and 16 pp. The mermaid figurehead is worth 500 gp and weighs 100 lbs.

The niches in the walls contain dozens of items, about half of which are masterwork rapiers, daggers, and other swashbuckling weapons. The total value of these objects is 2,500 gp. One of the gems therein is in fact a *pearl of power* (1st-level spell). Captain Fletcher's *+1 rapier* is here as well; he is happy to have it back, but after a moment's thought he gives it to the PCs as thanks.

H6. Cave Entrance (EL 1)

A small cave entrance lies nestled between submerged rocks of the island's cliffside here.

The sahuagin believe their hideout to be secluded enough that they have little fear of intrusions; they post no sahuagin here as a result. The entrance is far from unguarded, though.

Creatures: A blue shark swims lazily through the water here, commanded to guard the entrance to the caves against intrusion by any non-sahuagin.

Blue Shark: hp 18; *Monster Manual* 279 (Medium shark).

To Freeport

The players may think that now they've recovered the Eye of the Sea Dragon, their troubles are over. In fact, trouble seems to be drawn to the Sea Dragon's Eye like sharks to blood in the water.

The journey to the city of Freeport can be as long or short as you wish; this is both an excellent point for you to give the PCs a chance to rest and recover from the first part of this adventure as well as a good time to have them encounter further perils of the open sea of your own devising. You can award experience points during this journey; the PCs may have earned enough to gain a level from their exploits so far. Eventually the PCs reach Freeport, and the second half of this adventure begins.

At last, the party's ship reaches Freeport. The following may be read aloud to the players as their characters enter the harbor.

You gather along the ship's rail to get your first look at Freeport. After all the stories of the notorious pirate city, it seems smaller than you expected, but you can see from the variety of ships at anchor that its reputation for being a place where anything goes is well deserved. A tall, elegant elven clipper is docked just yards from a squat and deadly-looking orc privateer, and as your ship gets closer to the dockside, you can see members of almost every race you have ever heard of among the sailors and stevedores going about their business.

"A brave sight it be, aye?" You try not to jump as Captain Fletcher materializes beside you. He heaves a deep sigh, and wipes a tear away with one lace cuff.

"I never thought to see Freeport again," he says, "but here we be, safe and sound. Now all that be left t'do is to convey the gem to th'Pirate God's temple...along with me bones, of course, and our association be ended. I shall go to my much-deserved rest, while ye, me good mates, go on to lead happy and prosperous lives. Perhaps at the last, which, I trust, be many years hence, we shall meet again, and tip back some fine grog together o'er the great adventure we have shared.

Captain Fletcher turns his attention to the city. "See yon building, far to the larboard end o'the piers there?" he continues. "That be the left-hand side to ye lubbers. That grand establishment be the Last Resort, said ta be the finest lodgings in Freeport. You forgive me fer saying that ye look a bit rougher than th'usual mugs they get, but with the riches ye've gained on this voyage I reckon' ye could live there fer a month. Away on the starboard be Scurvytown, and well named it be, at that, where I've toasted the spoils and drunk away th'sorrows o'many a daring exploit. Perhaps when ye've the time ye'll visit th'Chumhouse. There it be, on the end o'th'pier there, an'drink t'th'fond memory of old Ned Fletcher. Have a care fer yer valuables there, though, for it draws all manner o'scurvy bilge rat to its teat.

"And that be Freeport in a bottle, mates. Merchants with thar wealth at th'one end, and rogues with thar daggers at th'other. Them walls in the middle be the Old City, where the Captain's Council be, and well-placed they are, halfway between merchants and cut-throats.

"Now, the temple o'the God o'Pirates be in th'Temple District, as ye might expect, and that be behind th'Merchant District. See the Last Resort, that grand hotel I pointed out t'ye? Starting from there, ye goes more or less nor'east through the Merchant District, wit'all its big, fancy houses, for a little under half'a mile. Ye'll be able t'tell when ye comes t'th'Temple District. The Temple o' th'God

o'Pirates be about th'first one ye'll come to that way. Easy enough to spot, it be, for it'll have the Jolly Rodger a'grinnin' down above it. I'll meet ye there. Best I don't go wit'ye through the city. A gentleman in me condition might draw unwelcome attention."

The journey from the waterfront to the Temple of the God of Pirates is simple enough, and the PCs should be able to find it easily enough following Captain Fletcher's directions. If they get lost, anyone they meet can direct them to the temple, for it is a well-known landmark. Further details on the city of Freeport should be ad-libbed as necessary. *Freeport: The City of Adventure* contains a wealth of information about the city.

The Temple of the God *of* Pirates

While it is not the largest building in the Temple District, the Temple of the God of Pirates is certainly imposing. It is a large circular building with a domed apse at one end. A raised wooden walkway leads to the entrance, looking very like a small pier or jetty. Inside, beneath the dome, the main temple is a large circular space, set out with pews made of rowers' benches from a variety of ships. Opposite the entrance is a raised area where the priest and his acolytes conduct services. A raised podium with a ship's wheel mounted on it serves as a pulpit.

True to his word, Captain Fletcher is waiting for the PCs to bring the Eye of the Sea Dragon. He stands next to a heavily-built man with an earring and a peg leg; this is the Temple's high priest, Peg-Leg Peligro (male human Clr 12).

Father Peg-Leg still hasn't quite recovered from the shock of seeing his old friend Ned Fletcher as a ghost, but he does his best to maintain his composure as Captain Fletcher introduces the PCs to him. Father Peg-Leg asks the PCs to come with him to the rear of the temple, where he unlocks the hidden trapdoor that leads to the treasury. An austere subterranean chamber lit by a wall of *continual flame* obscured by a stained-glass window, the treasury holds an impressive amount of booty; the piles of gold and gems have been donated by devout pirates and honest seafarers in the hopes that pirates would not attack them. In the center of the treasury stands a large bronze statue of a dragon turtle, with gilded teeth and claws. One of its eyes is a perfect match for the Sea Dragon's Eye rescued from Mother Merrow's clutches; the other socket is empty.

Father Peg-Leg asks the PCs for the Sea Dragon's Eye; if they refuse to hand it over he has no problem killing the PCs and then using *speak with dead* to interrogate their bodies. Captain Fletcher heaves a sigh of relief as Father Peg-Leg carefully places the gem into its socket. Father Peg-Leg then ushers the PCs and Captain Fletcher out of the secret room below the temple and back into the main room, and Captain Fletcher makes ready his goodbye speech.

"Mates," Captain Fletcher says, "It seems our business be safely concluded, and I expect I am not much longer fer this world. Mere words, I reckon, be inadequate t'express me gratitude, so I shall be content to let the gold and treasure ye recovered from the *Stingray*'s cargo say me thanks fer me. Father Peg-Leg, I commend these gallant souls t'ye, for they have been true..."

Captain Fletcher's farewell speech is cut off by a tremendous crash from somewhere below the temple. Father Peg-Leg hurriedly unlocks the door and throws it open. The air inside the chamber below is full of dust, but it is just possible to make out a large hole in the wall where the statue once stood. The Sea Dragon's statue has toppled over on its side. It is also clear that both of the Sea Dragon's Eyes are now missing. Before the PCs or Father Peg-Leg can approach, the hole in the wall vanishes.

Captain Fletcher drops to his knees with a wail of despair.

The Sea Dragon's eyes have been stolen by cultists of an ancient, unspeakable deity. The cultists have been planning to incorporate the two gems into a sacrifice to the Unspeakable One, both as a gift of monetary value and as a symbolic act of superiority over the Pirate God. They knew Captain Fletcher had set out to collect the missing eye, and laid plans to steal both once he returned. The leader of these cultists, a human sorcerer named Mordekai, discovered that only 5 feet of rock separated the vault below the Pirate God's temple and a nearby sewer. He commissioned a scroll of *passwall* from a wizard on the mainland, and then he and his cultists waited for the opportune moment to strike. When Captain Fletcher didn't return as planned, Mordekai grew impatient. Finally, he sought out one of the higher-level clerics in his hidden cult for advice. This cleric performed a *divination* and learned that the Sea Dragon's Eye was indeed soon returning to Freeport but in the hands of a different group. Heartened by this, Mordekai stationed a few cultists on rotating watches near the temple, and when one saw the PCs arrive and greeted by Fletcher's ghost, the cultists sprang into action. Mordekai and a few minions used the scroll of *passwall* (after a few false starts) to invade the vault. Unfortunately, the *passwall* opened up directly behind the dragon turtle statue and detached a key mount, causing the statue to crash to the ground. Mordekai grabbed the gems and ran, dismissing the *passwall* just as the PCs and Father Peg-Leg clambered into the room.

A Vision of Lost Eyes

The PCs can try to search for a secret door where the tunnel entrance was, but they'll find nothing. A successful Spellcraft check (DC 25) made by a character that saw the hole recognizes it as a *passwall* spell. Canny characters might ask Captain Fletcher to move through the wall to follow the thieves, but this final affront has unhinged his sanity and all he does is stand in the middle of the Temple, wailing and cursing, until the Sea Dragon's Eyes are returned.

Understandably, Father Peg-Leg would like the gems recovered, if only to get rid of Captain Fletcher's ghost. He asks the PCs to help him return

the statue to its upright position, and then casts a *divination* spell before it. He puts a candle in each of the statue's now-empty eyesockets as he casts the spell, and as he does, the jaws of the dragon turtle open slightly. A cloud of mist pours out, forming a cloud in front of the statue. The mist quickly coalesces into a hazy image. Father Peg-Leg is shocked by this development, realizing that the Pirate God is about to grant him and the PCs a vision.

As you watch, the mist pouring from the statue's mouth forms recognizable shapes. You see a vision of a damp chamber with a low stone altar in the center. Several figures dressed in hooded robes stand in a ring around the altar, chanting in some guttural language. Glinting on the altar are the Sea Dragon's Eyes. The air above the altar wavers, and something takes form: a hideous, unnatural shape like nothing you have ever seen. You cannot bear to look at it, but you cannot tear your eyes away.

Just when you think you can bear no more of this terrible sight, the vision moves away from the blasphemous underground temple, floating upward into a warehouse and out through the roof. A sign hangs over the warehouse door—a ship's anchor surrounded by four gold pieces.

With this, the mist fades. Father Peg-Leg gasps as it does, and exclaims that he recognizes the warehouse. He can give directions to the warehouse to the PCs, but cannot go with them to retrieve the stolen gems. He must remain at the temple to make sure Captain Fletcher's ghost doesn't cause any problems with the other worshipers who may come to visit.

The Hidden Shrine

The warehouse from the vision is one of a cluster of small buildings close to the eastern end of the Docks. The sign hanging outside is identical to the one in the vision, but there is nothing else remarkable about it. The warehouse has no windows, and the only way in is through the double doors at the front. Everything seems quiet from the street.

The warehouse is a cover for a secret temple of the forbidden cult of the Unspeakable One, a terrible chaotic evil deity worshiped by the insane.

U1. Front Doors (EL 1)

The front doors to the warehouse are quite heavy looking, and wide enough to admit a cart.

Trap: The doors are not kept locked, but they are trapped. When one of the doors is opened, a canvas bag filled with sea urchins swings down from the ceiling on a rope, aimed at the middle of the doorway. The cultists stationed inside the warehouse unhook the trap when their allies want in, but since they're currently expecting someone to come looking for the stolen Sea Dragon's Eyes, the trap is ready to go.

Sea Urchin Bag Trap: CR 1; mechanical; touch trigger; manual reset; Atk +12 melee (2d6, sea urchin bag); Search DC 20; Disable Device DC 20.

U2. Warehouse Interior (EL 3)

The interior of the warehouse is strangely empty. Several barrels and crates lie stacked tightly together at seemingly random points throughout the room, and the place is lit by several oil lanterns affixed to posts and the walls.

Since this warehouse is a front, it isn't used to store anything of note; the barrels and crates have been placed to give the cultists strategic points to defend the entrance to their underground shrine to the Unspeakable One. Nevertheless, miscellaneous nautical supplies fill each crate and barrel, on the off chance that the cultists are forced to "prove" that there's nothing sinister going on here.

Creatures: Three cultists wait in here, ready to defend the warehouse from intrusion by anyone who comes looking for the stolen Sea Dragon's Eyes. The cultists aren't particularly attentive, though, and if the trap in area U1 doesn't alert them they'll have to make Listen checks to hear the PCs' entry.

Two warriors lurk behind the two stacks of barrels in the middle of the room, and a junior cult priest lurks behind the crates to the southwest. Although the cult priest is an adept and is high enough level to summon a familiar, he has not taken the time to do so yet.

Cultist Thug, Male Human War1 (2): CR 1/2; Medium humanoid (human); HD 1d8+1; hp 6, 5; Init +0; Speed 30 ft.; AC 12, touch 10, flat-footed 12; Base Atk +1; Grp +2; Atk/Full Atk +2 melee (1d6+1/19–20, short sword) or +1 ranged (1d6/×3, shortbow); SA —; SQ —; AL CE; SV Fort +3, Ref +0, Will –1; Str 13, Dex 11, Con 13, Int 10, Wis 9, Cha 8.

Skills: Climb +7, Hide +2, Intimidate +3, Move Silently +2, Swim +7.

Feats: Athletic, Stealthy.

Languages: Common.

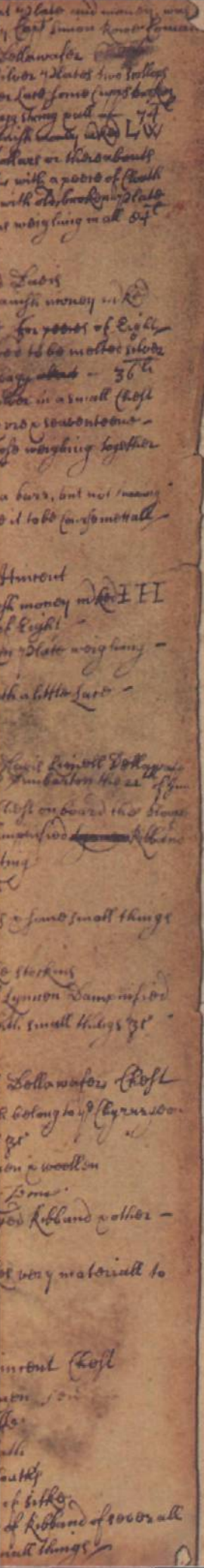
Possessions: Shortbow, short sword, leather armor, 2d6 sp each.

Cult Priest, Male Human Adp3: CR 2; Medium humanoid (human); HD 3d6; hp 14; Init +1; Speed 30 ft.; AC 11, touch 11, flat-footed 10; Base Atk +1; Grp +1; Atk/Full Atk +2 melee (1d4+1, masterwork dagger); SA spells; SD —; AL CE; SV Fort +1, Ref +2, Will +4; Str 10, Dex 12, Con 11, Int 11, Wis 13, Cha 12.

Skills: Concentration +6, Hide +2, Move Silently +2, Spellcraft +6.

Feats: Combat Casting, Stealthy, Toughness.

Languages: Common.



Spells Prepared (3/3; base DC = 11 + spell level): 0—*cure minor wounds, ghost sound* (2); 1st—*cause fear* (2), *cure light wounds.*

Possessions: Robes, masterwork dagger, 3d6 sp.

Tactics: The two warriors take advantage of the cover afforded by the barrels to shoot arrows at anyone who tries to enter the warehouse, resorting to melee as soon as anyone gets further than half-way into the building. The adept uses *ghost sound* to try to distract player characters toward the northeast and southeast corners of the room and *cause fear* on anyone who comes within range. All three fight fanatically to the death rather than retreat below and possibly unveil the location of the secret entrance to the shrine.

U3. Hidden Shrine Entrance (EL 2)

This crate is cleverly designed to look like it's simply another crate, but in fact it's a hidden trap door that tilts back to reveal a hole in the floor with a ladder leading down. A successful Search check (DC 20) uncovers the ruse. A character with the Track feat who makes a successful Survival check (DC 15) notes signs of heavy foot traffic leading to this crate as well.

Creature: A quasit named Turgle perches invisibly atop this crate. Turgle volunteered his services to the cult months ago after his previous master met with an "accident" at sea.

Turgle, Male Quasit: hp 16, *Monster Manual* 46.

Tactics: A coward at heart, Turgle does not take part in the ambush in area U2. If the PCs find the entrance, Turgle waits for them to climb down, then attacks the last character in line while he is on the ladder. His next action is to fly away and turn invisible, after which he continues to harass the PCs with hit and run tactics.

U4. Entrance to the Hidden Shrine

This small chamber is dimly lit with guttering lamps affixed to the walls. Several piles of rope lie heaped to the north. The walls of the room are lined with wooden timbers that serve to support the ceiling.

The piles of rope are used to bind kidnapped victims; close inspection reveals bloodstains on them.

Assuming the PCs made their way to this location fairly quickly after the Sea Dragon's Eyes were stolen, Mordekai is currently leading the cultists of the Unspeakable One in a loud ritual of chanting and wailing, preparing for the sacrifice. The base chance to hear the chanting with a Listen check is DC –10, but remember to account for distance when the PCs make Listen checks. If no PC says they're making a Listen check, you can assume they're "taking 0" on the check to determine if they hear the chanting.

U5. Mordekai's Chambers

This side chamber contains a comfortable-looking bed, a desk on which a single lantern burns, a shelf of books and papers, and a small footlocker.

Of all the cultists, only Mordekai actually lives here. The other cultists all have other lives they pursue during non-worship hours, and live in other places in the city.

Mordekai carries all of his personal wealth with him. The footlocker is used to store clothing and food. The books and scrolls on the shelves are mostly focused on obscure evil religious tracts and methods of sacrifice and torture.

Treasure: A successful Search check (DC 15) turns up a scroll written in Abyssal, entitled "The Way of the Unspeakable One." This scroll briefly outlines the main beliefs of those who follow the Unspeakable One, a chaotic evil deity dedicated to madness and destruction. The scroll is worth 100 gp to a collector.

U6. Storage Cave

This small cavern is filled nearly to capacity with crates, boxes, barrels, containers, and piles of clothes and miscellaneous equipment.

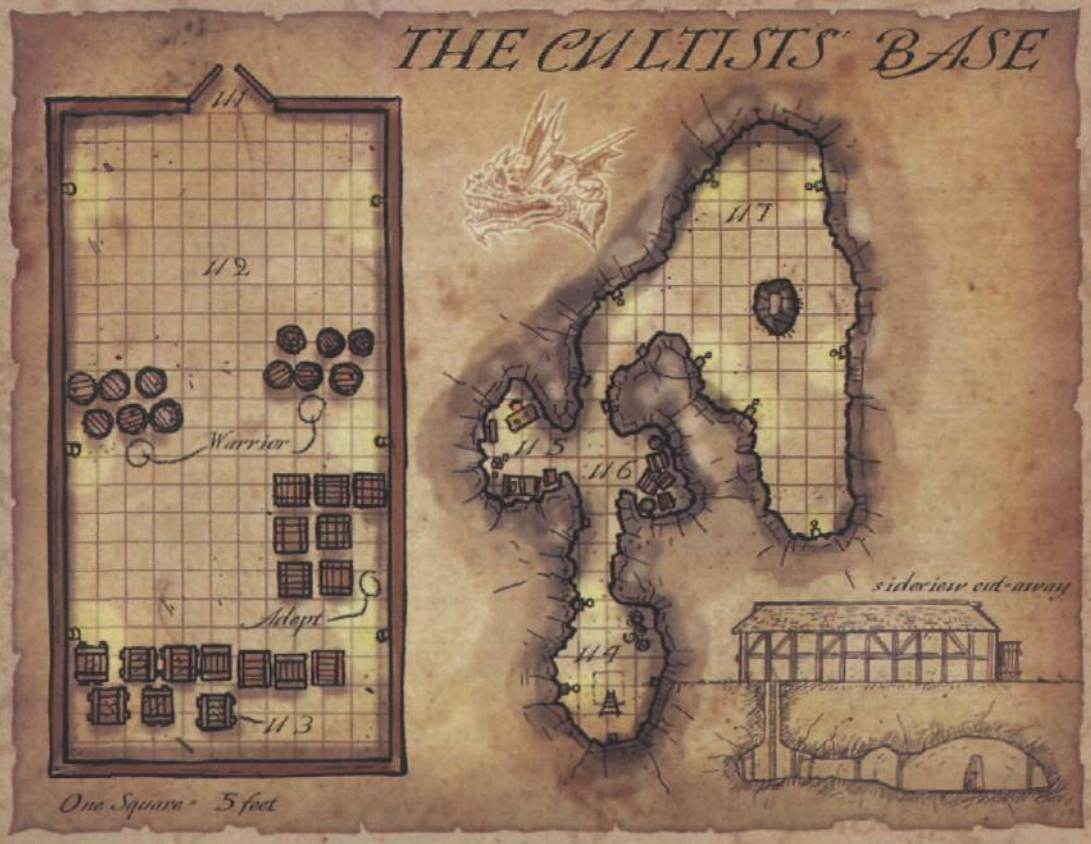
The cultists use this cave to store assorted items used by the cultists or taken from their victims. Near the entrance to the room stands a wide cabinet, inside of which are five mustard-yellow robes. Stealthy PCs could use these robes to disguise themselves as cultists. Wearing a robe grants a +2 circumstance bonus on Disguise checks against the cultists.

Treasure: A successful Search of the room (DC 20) takes twenty minutes, but success turns up several assorted pieces of cheap jewelry worth a combined total of 2d10+20 gp.

U7. Unspeakable Temple (EL 5)

This large cavern is well lit by dozens of sputtering incense burners that hang from the wooden beams that support the ceiling or the numerous support pillars in the room or along the walls. The air is thick and hazy with the foul-smelling yellow smoke these burners belch forth. A large flat rock dominates the center of the room, its surface painted yellow and stained with blood.

This cavern is the same one the PCs and Father Peg-Leg saw in the vision granted by the Pirate God. Assuming that the characters wasted little time tracking down the stolen gems, they find this room filled with nearly a dozen cultists in mustard-yellow hooded robes. The two Eyes of the Sea Dragon lay on the altar stone itself, which is ringed by robed cultists. Mordekai stands at the altar, leading the chant.



Creatures: Although the number of cultists in this room could easily overwhelm a party of 1st-level characters, they are currently enthralled by the combination of the narcotic incense smoke and the chant that Mordekai is leading. As a result, the cultists have a –10 penalty on Listen and Spot checks.

Cultist Thugs (10): hp 5 each, see area U2.

Mordekai, Cult Leader, Male Human Sor 4: CR 4; Medium humanoid (human); HD 4d4+4; hp 13; Init +1; Spd 30 ft.; AC 12, touch 12, flat-footed 11; Base Atk +2; Grp +3; Atk/Full Atk +4 melee (1d4+2, *+1 dagger*); SA spells; SQ —; AL CE; SV Fort +0, Ref +2, Will +4; Str 12, Dex 13, Con 8, Int 14, Wis 10, Cha 16.

Skills: Bluff +12, Concentration +6, Diplomacy +5, Intimidate +7, Knowledge (arcana) +9, Knowledge (local) +5, Spellcraft +9.

Feats: Combat Casting, Persuasive, Spell Focus (conjuration).

Languages: Common, Abyssal, Infernal.

Spells Known (6/7/4; base save DC = 13 + spell level): 0—*acid splash*, daze, detect magic, mending, read magic, touch of fatigue*; 1—*comprehend languages, grease*, summon monster I**; 2—*summon monster II**.

*Conjuration spell; base save DC = 14 + spell level.

Possessions: +1 dagger, bracers of armor +1, robes, 45 gp.

Mordekai has not bothered summoning a familiar.

Development: When the PCs arrive in this room, Mordekai is already well into the ritual of sacrifice to the Unspeakable One. A successful Knowledge (arcana or religion) check (DC 15) allows a character to realize that the ritual is designed to call forth some form of creature to collect the Eyes of the Sea Dragon as a sacrifice.

If the PCs take no action, the cultists finish the ritual in three rounds, at which point the Unspeakable One sends an emissary to collect the sacrifice (see The Sacrifice, below).

If the PCs attack, the cultists react sluggishly, and suffer a –4 penalty to initiative checks, attack rolls, and Reflex saving throws for four rounds. As long as Mordekai is able to continue concentrating on the sacrifice, though, the ritual is completed. If he takes damage, he must make a Concentration check (DC 10 + the damage taken) to continue the ritual. If Mordekai is successfully grappled, paralyzed, killed, or otherwise kept from speaking and moving, the ritual fails automatically. If the ritual fails, the emissary from the Unspeakable One arrives, but its actions upon arrival are much different.

The Sacrifice (EL 5+)

If Mordekai is prevented from completing the sacrifice or not, the Unspeakable One hears and sends a minion to collect. The air above the stone altar shimmers and undulates, and the smoke in the room slithers into the center and solidifies into a horrible shape.

Creature: The minion of the Unspeakable One is a creature known as a fihyr, a fleshy personification of fear and terror. A fihyr appears as a sphere of eyes and mouths that walks on a set of large tentacles. The

fihyr lands squarely upon the stone altar, and immediately begins to collect the sacrifices...unfortunately, the Unspeakable One has no interest in wealth, and has sent the fihyr to collect living sacrifices.

Fihyr: CR 3; Small Aberration; HD 4d8; hp 23; Init +3; Spd 30 ft.; AC 18, touch 14, flat-footed 15; Base Atk +3; Grp –3; Atk/Full Atk +2 melee (1d4–2, bite); Space/Reach 5 ft./5 ft.; SA frightful presence; SQ darkvision 60 ft., spell resistance 10, vulnerable to sunlight; AL CE; SV Fort +1, Ref +4, Will +5; Str 7, Dex 16, Con 10, Int 5, Wis 12, Cha 7.

Frightful Presence (Ex): Any creature that witnesses the fihyr attacking becomes panicked if it fails a Will save (DC 10).

Vulnerable to Sunlight (Ex): A fihyr dies instantly when exposed to sunlight. Magical sunlight can destroy it as well if the spell penetrates the fihyr's spell resistance, though if the fihyr succeeds at any allowed saving throw, it avoids the instant death effect.

Skills: Hide +11, Move Silently +7, Spot +4.

Feats: Stealthy, Skill Focus (Spot).

Tactics: The fihyr's tactics depend on if the sacrifice ritual is completed or interrupted. If it's completed, Mordekai realizes that the fihyr has no interest in the Eyes of the Sea Dragon, and directs it to attack the PCs. In this case, the cultists also attack the PCs, although they still suffer the –4 penalties as detailed above. Mordekai does not suffer this penalty.

If the ritual was interrupted, the fihyr arrives and ignores Mordekai's wishes, and immediately begins attacking him and anyone else in reach.

Note that the cultists and Mordekai can be equally affected by the fihyr's frightful presence.

This final battle can be quite devastating to a group of 1st-level PCs, but if they play their cards right (by interrupting the ceremony) they can turn their enemies on one another.

Treasure: Both Eyes of the Sea Dragon lie on the altar; the fihyr has no interest in them and does not try to take them.

Ending the Adventure

When the PCs return the two Eyes of the Sea Dragon to the Temple of the Pirate God, Father Peg-Leg puts them back into the statue. At the same time, Captain Fletcher recovers from his despair. As his transparent form ripples and begins to fade, the PCs hear his parting words:

> "Me thanks t'ye, mates. May ye always have calm seas and a following wind. Perhaps we'll meet again in the next world..."

With that, he is gone, passed on to his final rest at last.

By the end of this adventure, the PCs should be of a suitable level to begin the award-winning Freeport trilogy, starting with *Death in Freeport*. This adventure begins with a press gang attack at the Docks, and can take place whenever the DM wishes.

Freeport: City of Adventure includes descriptions of many colorful locations and personalities in this notorious pirate city, many of them accompanied by adventure hooks.

If Mother Merrow survived, she could be developed into a long-running nemesis. Even if she was killed, the remaining sahuagin raiders could figure out who slew her and track down the PCs for revenge.

The cultists of the Unspeakable One are clearly active in Freeport, and if any escaped they also seek revenge on the PCs. Certainly, senior cult members might come to Freeport to find out what happened, and they might start hunting the PCs. Or perhaps there are more groups of cultists already in the city, who must be hunted down and destroyed before they summon something more powerful than a fihyr and cause a catastrophe.

Freeport Resources

To date, Green Ronin Publishing has produced eight Freeport products.

The Freeport Trilogy: These adventures (*Death in Freeport*, *Terror in Freeport*, and *Madness in Freeport*) kicked off the Freeport series. *Death in Freeport*, the first-ever d20 System product, has been out of print for some time, but a 3.5 revision should be available as a PDF by the time you read this.

Hell in Freeport: This challenging adventure for levels 10–12 takes the PCs where they belong: Hell. It works well with *Legions of Hell* or the new *Book of Fiends*, also from Green Ronin.

Freeport: The City of Adventure: The definitive Freeport sourcebook, this hardback is your starting point for urban adventure. It includes a fold-out color map of the city by Todd Gamble.

Denizens of Freeport: Need an NPC on short notice? *Denizens of Freeport* can help. It has dozens of fully-statted NPCs, each with backgrounds, personalities, and adventure hooks.

Tales of Freeport: This collection of adventures is by Graeme Davis, the author of "Dead Man's Quest." It also includes some additional locations, prestige classes, and other rules material.

Black Sails Over Freeport: The latest Freeport book, and the first published with 3.5 rules, *Black Sails* is a 256-page mega-adventure for characters of levels 6+. It's been designed to stand alone, and makes a good entry point to Freeport-style adventuring for those looking for a truly epic campaign.

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Scaling the Adventure

"Dead Man's Quest" is designed for a group of four 1st-level characters, but with a little work it can be adapted for use by 2nd- or 3rd-level PCs, or even 4th- or 5th level PCs.

2nd–3rd-Level Characters

Pirates!: The insane pirates have no nonlethal damage and fight in a more coordinated manner; make them all 2nd-level warriors or 1st-level fighters.

The Stingray: Advance the octopus to a 6 HD octopus, and add 1–2 more lacedons to the hold.

Sahuagin Hideout: Add two pirate zombies to area **H1**, one or two sahuagin to areas **H2** and **H3**, and replace the blue with a tiger shark (Large shark). Advance Srathulas to a 2nd- or 3rd-level cleric, and Mother Merrow to a 3rd- or 4th-level illusionist.

Unspeakable One's Shrine: Advance all cultist thugs to 2nd- or 3rd-level warriors, the cult priest to a 4th- or 5th-level adept, and Mordekai to a 5th- or 6th-level sorcerer. Replace the fihyr with a gibbering mouther.

4th–5th-Level Characters

Pirates!: Change the pirates into 2nd-level fighters and remove their nonlethal damage.

The Stingray: Remove the potions of water breathing from the Captain's Cabin, change the octopus into an aquatic gray ooze, and replace the lacedon with 3 ghast lacedons.

Sahuagin Hideout: Replace the pirate zombies with sahuagin zombies. Add 2–3 sahuagin to areas **H3** and **H4**. Advance Srathulas to a 4th- or 5th-level cleric, and Mother Merrow to a 5th- or 6th-level illusionist. Replace the blue shark with a great white shark (Huge shark).

Unspeakable One's Shrine: Change all cultist thugs to 3rd- or 4th-level rogues, the cult priest to a 4th- or 5th-level cleric, and advance Mordekai to a 7th- or 8th-level sorcerer. Replace the fihyr with a chaos beast.

The Pirates of Freeport Bundle!

Did you enjoy "Dead Man's Quest"? Want to add Freeport to your current campaign? Well, Green Ronin Publishing has a special offer for *Polyhedron* readers. If you buy *Freeport: The City of Adventure* and the new mega-adventure, *Black Sails Over Freeport*, Green Ronin will give you a copy of *Denizens of Freeport* for free! You can order this deal at www.greenronin.com or through participating retailers and distributors. You can find a store near you with the Retail Locator on the Green Ronin website. Be sure to ask for the Pirates of Freeport Bundle.

MONSTER HUNTING THE DEPARTMENT-7 WAY

DEPARTMENT-7 FIELD MANUAL 001-34:

INVESTIGATING SHADOW EXPRESSIONS

BY RICH REDMAN
DIAGRAMS BY CHRIS TREVAS

This manual for field operatives of Department-7 covers general procedures and information for investigating incidents related to Shadow expressions.

The *Urban Arcana Campaign Setting* tells us that Department-7 is a private institution that recruits talented individuals who are not only aware of the rise of Shadow, but are willing to act for the common good of both mundane and magical beings. It asks its operatives to investigate new expressions of Shadow, manage and maintain relationships between the mundane world and various enclaves of Shadowkind, and to deal with violent or destructive creatures of Shadow (or to protect benevolent creatures of Shadow from hostile mundanes).

In other words, Department-7 is well aware of Shadow, and has been for some time. Over that time, it has compiled standard procedures into a manual it distributes to its recruits. This article covers the high points of that manual.

INTRODUCTION TO FIELD MANUAL 001-34

SHADOW

We at Department-7 know little about Shadow. It seems to be a barrier that keeps different realities from intruding on each other. As such, it is not so much a wall as it is a trackless wilderness. At some times and in some places, that wilderness narrows and creatures stumble from the far side into our mundane world. It's unclear whether an increase in ambient magic potential causes the narrowing or is caused by it. Creatures of Shadow reach our world with what they carry and only the most superficial memories of their lives.

TRAVELING SHADOW

Very little can be said of traveling through Shadow, since the act of doing so has a catastrophic effect on memory. This "Gift of Lethe" grants knowledge of the local language and allows the traveler to retain personal memories like name, relationships, closely held beliefs, and personal experiences. The traveler loses all memories of the world at large, however. At best, new arrivals have blurred, confused memories of how they entered Shadow.

In one sense, Shadow behaves like a one-way portal. So far, no one from the mundane world has managed to enter Shadow, much less travel through it. However, the mere fact that people have tried indicates that, somewhere, there is an ability to predict the waves of Shadow.

TERMINOLOGY

Department-7 frowns on the use of the word "monster." When making reports, agents should avoid using it. The problem stems from its lack of specificity. A mass murderer or a pedophile may be human and still be a monster, while a Shadow creature may be a shopkeeper, surgeon, or philanthropist. Agents should remember that Shadow might not leave or take anything, but might instead change what already exists. Most of us have laughed at bad horror movies where no one notices the creepy castle on the hill until after bad things start happening, but Shadow can cause buildings like that to appear or reshape terrain.

Until you identify your target, use the word "subject." Once you identify the subject, use its specific species name. Names of Shadow species can be found in the third edition of *Ashe's Field Guide* (available from the Fraternal Order of Vigilance) or *Dr. Allison's Guide to the Mystic Arts* (available from the Institute for Continuous Education). While Department-7 does not support, or subsidize membership in, either organization, both can be sources of useful information. Seasoned agents will, of course, recognize many species from their own experience, and will develop their own sources of information within Shadow communities.

GENERAL PROCEDURE

When Department-7 asks you to investigate, it's because something happened. If you are tracking down a lead you developed on your own, most likely it's because something happened that got your attention. You may know little beyond what the media reports of the event or events, but these procedures will help guide your investigations.

Do not assume that Shadow caused the event. As we explained under Terminology, humanity has its own supply of "monsters," and you should always be open to the possibility that Shadow creatures are the victims rather than the perpetrators. You may find yourself defending a creature you consider hideous, either in combat or by apprehending the actual perpetrator.

SECRECY AND DISCRETION

Department-7 is a private agency with no special standing in the law enforcement community. Employment by Department-7 is not a license to kill or otherwise break the law. Use discretion and common sense.

It is a founding principle of Department-7 that the general public is not ready to know the truth about the world around them, particularly since most people cannot perceive it. Do not try to convince the Shadow-blind that strange creatures exist and do not talk about strange events or Shadow creatures in public. Do not talk to the media. Keep your work in the very shadows you investigate.

IDENTIFY AN EVENT

Some day we may wake up to GNN headlines about dragons and gang warfare between tribes of goblins. Until then you must train yourself to recognize

when a media story somehow involves Shadowkind or a Shadow expression. Useful clues include:

Disappearances: When a large number of people disappear from the same area within a very short time (a few hours or less), Shadow may have taken them.

Homicides: It's very difficult to separate the work of some more sinister Shadowkind from that of serial killers. Shadowkind, unlike serial killers, are generally not tormented by guilt and generally have no desire to be caught. Bodies with parts missing, ritualistic murders, and cases where police refuse to discuss any details with the media could be signs of Shadow creatures at work. The more you learn about the arcane arts, the more you can recognize murders committed as part of a real ritual.

Media Blackouts: Department-7 believes that world governments know more about Shadow than the general public. If the media reports a phenomenon or a disturbance but cannot report further because of a government-mandated media blackout, there may be a Shadow expression.

Strange and Unusual: You can see Shadow for what it really is. You may spot Shadow creatures in photographs or videotape that others identify as birds, animals, or unusual human beings. While others may rationalize a sudden change in local terrain or the overnight appearance of medieval structures, you recognize them as being caused by Shadow. Watch for the strange and unusual.

Unidentified Diseases: Outbreaks of unidentified diseases may have mundane causes, or they may be the media's explanation for a rampage by breathstealers or vampires.

Unprovoked Riots and other civil disturbances: Most events have provocation or rational cause such as racial tension, political actions, or legal decisions. When such things happen for no reason, Shadow may be behind it.

Violent Insanity: Individuals that abruptly become violent, attacking friends and families, may be possessed or tormented by Shadow creatures they cannot see. Alternately, the accused individual may have developed the ability to see Shadow for what it really is, and lost control.

LOCATE

However you become aware of an event, your first task is to locate the cause of that event (the subject). Department-7 recommends using a mixture of the following methods:

Look: Remember that you can see Shadow creatures for what they really are. A living dumpster, for example, is far more obvious to you than to the Shadow-blind mundanes. Go to the scenes where events took place, and look around. Use your senses.

Ask: Obviously you cannot go up to passersby and say "Excuse me, did you see a troll in size 24 Nikes and baggy jeans run by here?" You can, however, use media reports to get a description of what people did see, and use that to ask questions. See Research for tips on interviewing.

Track: Many agents possess tracking skills useful even in urban areas. Things to look for include:

Displacement: When something is moved from its original position, it leaves signs. Footprints displace soil. A car parked during rain leaves a dry space when moved away. Other examples include bits of cloth or hairs left on fences, brush, or rough surfaces; wild animals or birds flushed from their usual habitat; cleared trails through vegetation; overturned rocks or leaves; torn spider webs; and insects repairing damage to their nests or scurrying for new hiding places.

Fig. 1: Displacement

Staining: The best example of staining is blood from an open wound. Tracking mud or water and crushed berries or other vegetation are other examples of staining.

Fig. 2: Staining

Weathering: Weather affects objects exposed to it, obviously. Trackers need to look for lack of weathering, which may indicate that an object was recently moved. For example, if fallen leaves are dry though the surrounding vegetation is damp, something recently turned the leaves over. The same is true for rocks with clumps of earth clinging to them (recently turned over) and for branches (light-colored wood may indicate a recent break).

Fig. 3: Weathering

Littering: While some Shadow creatures, like illithids, are highly disciplined, many are not. They may leave a trail of violence, broken or stolen objects, gum wrappers, fruit rinds, cigarette or cigar butts, and so forth.

Fig. 4: Littering

OBSERVE

There are two forms of observation, indirect and direct.

Indirect observation of a subject involves looking at places where you know the subject has been. The first step in indirect observation is securing the scene. Check the area to make sure the subject is no longer present. If a victim is present, it does no good to care for the victim if a violent subject is still active in the area! Once the area is secure, provide

assistance to victims and call for medical support. Touch as little as possible while going through these initial steps. Have a teammate photograph the scene while the rest of the team clears and secures it. This preserves the scene if it is necessary to open doors, tear cloth for makeshift bandages, or otherwise alter the setting.

Once the area is secure, read the scene. Determine what actually happened. Question witnesses, look for signs indicating how the subject entered and left the area, and analyze the injuries of any victims. Remember that some Shadow creatures generate more of their kind by killing victims. Someone you thought was dead may rise up to attack you, and that's information you can use. If the scene is a mess and entry was forced, the subject may be strong, undisciplined, or in a hurry. If the scene is neat and entry was stealthy, the subject may be intelligent and disciplined, and may have spent time gathering information about the scene before acting.

A useful format to use when recording information is OCOKA.

Observation: Look at the scene from outside and determine the exterior locations from which the scene can be observed. Look for windows, rooftops, doorways, basements, alleys, sewer grates, and other points from which the subject could have seen what happened. Note that this process may force you to re-evaluate reports from witnesses, since they may not have been able to see the scene from their vantage point.

Cover and concealment: While these are vital survival tools if hostile forces surprise you at the scene, what you're looking for at this point is where the subject could have concealed itself. This may help you determine your subject's size, but may also indicate the subject's skill at hiding or its powers of illusion.

Obstacles: Note any obstacles to movement and check them for evidence that the subject collided with them. Lack of evidence indicates either that the subject is familiar with the area (and may live nearby) or that the subject has above-average reflexes.

Key features: These vary with the scene and include anything significant not covered by the other points.

Avenues of approach and withdrawal: Look for all possible ways in or out. If you had to rappel down into a hole to reach the scene, the subject either did the same or flew. Either gives you more information. This analysis also directs your attempts to search out tracks left by your subject.

Direct analysis means watching the subject, but also includes interacting with the subject. Department-7 has found that the survival odds for agents increase with the amount of time spent observing subjects before engaging them. However, the department also understands that sometimes you're going to walk around a corner, see a subject for what it really is, be seen by the subject, and be forced to defend yourself. See Engage below.

A useful tool for making sure you get all the information you can from direct observation is SALUTE.

S	SIZE
A	ACTIVITY
L	LOCATION
U	UNIT or UNIFORM
T	TIME
E	EQUIPMENT

Size: This includes both the size of individuals and the number of individuals. Take the time to count things like beds, motorcycles, car seating, and other indications that there may be more subjects than you currently see.

Activity: Note what the subject does, what it avoids doing, places it goes, places it avoids, and so forth. This more than anything else can give you vital information about the subject's weaknesses.

Location: Observe the details of the subject's location, particularly if that location is some sort of nest or home base. Make sure you can find that location again.

Unit or uniform: Most Shadowkind possess no internal hierarchy or organization. However, creatures such as yuan-ti can act in cohesive groups. Badges, patches, clothing items or colors, and tattoos may all provide clues to allegiances.

Time: The time and date when the subject is active may also provide you vital information. Subjects active at night or in dark places are often sensitive to bright lights, for example. Some sub-

jects, such as lycanthropes, are active only at certain times of the month or year.

Equipment: Not all Shadow creatures are intelligent. You can estimate intelligence by observing equipment use. Do not neglect the obvious reasons to observe this facet of your subject: if the subject uses firearms, you want to know before engaging. If the subject uses body armor, you want to know that as well.

The Exception: If the subject poses an immediate threat to life (Shadow or mundane), stop observing and act. Do what it takes to eliminate that threat. Note that you can eliminate the threat by removing the victim or by driving off the subject. Use lethal force at this stage only if unavoidable. Killing the subject eliminates the chance to learn if it is a small part of a bigger problem!

REPORT AND RESEARCH

It's important to pass on information you gain to Department-7. Not only can the department provide you with the benefits of other agents' information gathering, it gives us a place to start in the tragic event of your death. Use OCOKA and SALUTE to get information to us through your usual channels of communication. Be sure to flag urgent reports, and provide a plan of action with a timetable. If you must act immediately, it's unlikely we can respond before you act and our resources are better devoted, in such cases, to teams with longer timelines.

Research online, in specialist libraries, in the folklore collections of universities, in media archives, and in private collections provides you with vital additional information. Don't learn lessons the hard way about your subject when you can learn from the successes, and failures, of others. Many inexperienced agents report by cell phone while observing their subjects and then engage. Most don't survive the experience, because they skipped the research that would have told them their subject's weaknesses.

You may, in addition, wish to conduct research by interviewing witnesses. Besides the obvious problem that most will be Shadow-blind, memory is a fallible record of events. Witnesses can help you locate the causes of events, however, so here are some tips to follow:

Review: Before approaching a witness, review the facts you have.

Set Goals: For each interview, decide if your goal is interpretation, confession, or (most likely) information.

Be Quiet: First let the witness tell the story in his or her own words. Don't interrupt.

Observe: Watch for "tells," signs the witness is lying or making things up. Scratching, twitching, shifting, and rapid breathing are common tells. Looking to the left sometimes indicates "creating" or lying, while looking to the right sometimes indicates remembering.

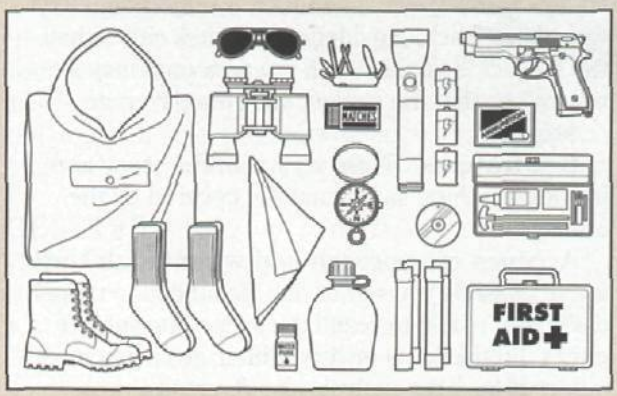
Inject Stress: Increase the pressure on the witness at your discretion by reviewing the story, step by step. Mix relevant and irrelevant questions. Take the witness through the story out of chronological sequence. Compare the witness' story to the facts.

The Exception: As with observation, the exception to withdrawing to report and research is immediate threat to life. Do what it takes to eliminate that threat.

EQUIP

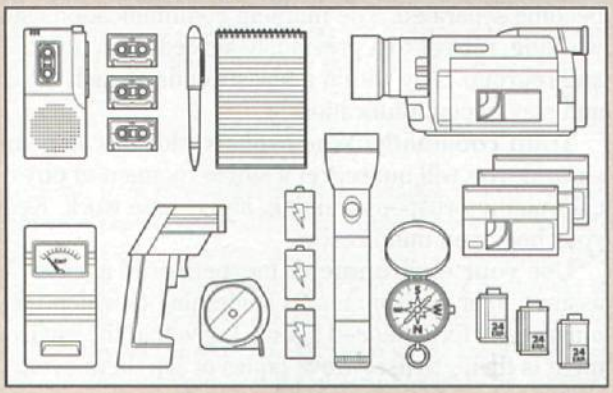
Observation, reports, and research should identify what your subject is in general, and give you useful information about specific individuals. Department-7 provides several equipment packages, or kits, to teams of agents who demonstrate the necessity or obvious application of the kit in their reports. Kits include:

Escape Kit: Every Department-7 agent fears the day that some Shadow cabal targets him or her. We recommend that every agent have a kit like this in a secure location away from his or her residence. The kit includes a backpack, hiking boots (we strongly recommend you break these in before you need them), two pairs of socks, a 1-quart wide-mouthed bottle, water purification tablets, wind- and waterproof matches, bandanna, a compass, standard flashlight, extra batteries, poncho, small signaling mirror, sleeping bag, sunglasses, first-aid kit, Swiss Army knife or multipurpose tool, knife, binoculars, spare handgun, ammunition for that handgun, firearm cleaning kit, machete, and signal flares. In addition, you should add a map of the area in which you intend to hide. Some agents also like to add a search-and-rescue kit to this equipment at their own expense.

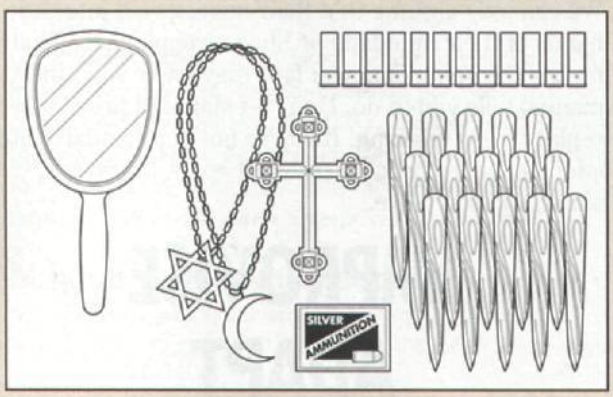


Hauntings Kit: This kit is appropriate when evidence suggests the presence of incorporeal spirits. This kit includes: Notebook and pen, extra batter-

ies, flashlight, measuring tape, extra recording media (audio tapes, video tapes, camera film), basic electrical toolkit for on-site equipment repair, camera (usually 35mm), sketch pad and colored pencils (for diagrams), motion detectors, video camera, audio recorders, digital thermal scanner (also called an infrared non-contact thermometer, used to detect "cold spots"), EMF (electro-magnetic frequency) meter, several tripods for mounting cameras and microphones, and a compass (compass needles are reputed to deflect in the presence of ghostly "energy fields"). The kit comes in an oversized range bag.



Vampire Kit: This kit includes mirrors, a selection of holy symbols (not limited to a silver crescent moon, a Star of David, a cross), UV flashlights, 100 silver bullets (specify handgun caliber when requesting this kit), a dozen 12-gauge dragon shells (agents must supply their own shotguns), and 20 wooden stakes. The kit comes in a standard range bag. Few agents ever have to face vampires, so detailed information on these creatures is somewhat scarce. Some agents prefer to augment this kit with metal or metal link collars to prevent neck bites and mirrored sunglasses to avoid direct eye contact, but Department-7 has no firm evidence these items are effective and does not include them.



ENGAGE

After all your locating, observing, reporting, and research, it's time to engage your subject. The quick planning tool for covering the highlights of the engagement is METT-T.

Mission: No matter how obvious it seems, make sure that you and everyone on your team agree on what you're going to do, whether it's negotiate, capture, or kill. Make sure your contact at Department-7 agrees with you.

Equipment: Make sure you have what you need, and that it works.

Time: You must act in a timely fashion, and only you know what that means. If there is imminent danger to life, you must act to prevent it. If no such threat exists, you still must act before your subject becomes aware of your presence or moves to a new hiding place.

Terrain and weather: It is always desirable to lure your subject to a location with which you are familiar and the subject is not. It is least desirable to engage a subject on terrain with which it is familiar and you are not. Weather factors are also important. If your subject is nocturnal, engage it during the day and in bright sunlight (even if you have to break a few windows or punch holes in walls to bring the sunlight in). If your subject is active during the day, engage at night using night-vision equipment. Take full advantage of your surroundings. Look for improvised weapons. Look for sources of flame, electricity, or extreme cold and use those effects to which your subject is vulnerable. Look for sources of cover or concealment (or both) because they can save your life. If your subject has sensitive hearing, set off a car alarm. Be resourceful.

Troops: Have enough people to get the job done. Make sure they agree on the mission and have the equipment they need. Get them where you need them. Remember that even mundanes have their uses. If you're in trouble, make noise so witnesses call for police, fire, or medical support. Use your cell phone!

Warning: Department-7 does not condone property damage. Avoid damaging public or private property wherever possible. Remember that law enforcement usually doesn't see Shadow the way you do, and Department-7 has no special standing with law enforcement agencies. If you commit crimes, you will suffer for them.

TIPS AND TECHNIQUES

These tips are contributed, reviewed, and updated periodically by experienced agents.

Be afraid: Fear sharpens the reflexes, but don't let adrenaline take over. Learn the signs of adrenaline flooding your system because you may be unconsciously aware of threats your conscious mind hasn't perceived. A few deep, regular breaths can help control your fear response.

Be fast: Time is not on your side. The longer a confrontation takes, the more chance the subject has to trick you or use some strange ability and the more likely law enforcement will arrive. When you act, act decisively and swiftly.

Be suspicious: Don't let on that you're suspicious, but listen to your instincts. Be open to the idea that things aren't what they seem.

Better to have it and not need it than need it and not have it: You can't carry everything. You're not strong enough and you can't always drive to where you need to use your gear. Make a careful estimate of the situation, pack things you know you need, then add things you *might* need until you reach the upper limit of what you can carry for extended periods.

Don't bunch up: Modern weapons mean that a group of people is a single target for an explosive or an automatic weapon. Keep a few yards between you when at all possible.

Don't give up: The most important tool for survival in any situation is willpower, and get used to the idea that your work will often come down to a struggle for survival against other mundanes, Shadow creatures, and even the elements. Take another step, take another shot, and stick to it.

First the horse, then the saddle, then the man: An old cavalry maxim, this translates into our context as take care of those who can't care for themselves, take care of your equipment, then take care of yourself.

Keep moving: Don't stand still. Don't fire more than twice from the same place. A stationary target is asking for a grenade, a fireball, or some other catastrophe.

Loot the bodies: As callous as this sounds, the truth is that fallen or captured opponents may have tools or weapons you need to defend yourself, and they may have documents that can advance your investigation. Be quick, because you've probably attracted unwanted attention, but don't forget this step either.

Never go into a place if you don't have a way out: While many places have obvious exits, many places we go in the course of investigations don't. Be wary of entering a dark room if you don't know there's a window or other exit.

Plan: The ability to improvise can make the difference between life and death. Too much planning can mire you in details and trying to anticipate millions of possible events. You must find a middle ground. Success is always a combination of planning and improvisation.

Relax: Keep your breathing deep and regular.

Stay alert: Be aware of what's happening around you. While our society considers it rude not to pay attention to the person with whom we're speaking, you need to keep looking around.

Stick together: With all the advantages provided by modern communications, it's easy to let your team become separated. The moment communications stop working, retreat to a previously agreed-upon point and regroup. Stay within a few seconds of each other and stay in communication.

Train constantly: When your world goes all pear-shaped, you will not regret a single moment of physical training, weapons training, and course work. Keep your body and mind ready.

Use your environment: Inexperienced agents assume their environment is something to which they must react. Experienced agents know that the environment is theirs to use. Move tables or flip them over, use wheeled objects as mobile cover and concealment. Turn the lights off (or on). Use your METT-T analysis (see Engage, above) to your advantage.

Watch the feet: Even if you can see all your subject's hands, watch its feet and its center of balance. Shifting weight may be followed by a kick. Turning the body may conceal a sucker punch.

Watch the hands: Everyone knows Han Solo really shot first. If you can't see all of a person's hands (and some Shadow creatures have more than two), assume it has a weapon.

AFTER WORD

Department-7 operatives have taken this manual into the field with them, and not all of them came back. We can only assume that their manuals fell into the hands of their mundane or Shadow opponents. That means the opponents you face may know what the manual tells you to do. Don't let standard procedures replace clear thinking! If you're not in a standard situation, standard procedures can't apply. Improvise, adapt, and stay alive.

IMPROVISE
ADAPT
STAY ALIVE

GM Notes

"It's a perfect night for mystery and horror. The air itself is filled with monsters."

–*Bride of Frankenstein*, 1935

The following notes are for the GM, to help her understand Shadow and make decisions that shape her campaign. Where the preceding article is written as something the heroes might read, what follows focuses on the rules behind the experience.

Shadow

"I thought it was just the two of us that had the shine to us. Just like you probably thought you was the only one. But there are other folks, though mostly they don't know it, or don't believe it."

–*The Shining*, 1980

In terms from *Manual of the Planes*, Shadow is a soft border between planes. It forms a buffer zone that belongs to both planes yet has an identity and planar traits of its own. Magic crosses the zone into planes on each side, but the border is usually so wide that magic effects end before reaching the other side. Soft borders normally exist where there is similar terrain on both sides, but the effect of Shadow on memory makes it impossible to determine if this is true.

The border shifts, like waves at the shore. When a wave of Shadow rolls in, it displays effects as described in the Introduction of the *Urban Arcana Campaign Setting*. When it recedes, it leaves items and creatures marooned in the mundane world.

Predicting Shadow

"You know all my life, I have been waiting for an adventure. I thought it would never happen to me. I mean adventures are for soldiers, or for bullfighters, the men women fall in love with. Now, here I am! Paintings are moving and strange voices are calling for me at night, and all it cost me was five gallons of gas!"

–*The Haunting*, 1999

Good *Urban Arcana* candidates for the predictive ability include the Beloved, the Commission for Research into Unexplained Phenomena (C.R.U.P.), Department-7, Draco Industries, the Fellowship, the Infinite Serpents, the Institute for Continuous Education, the Knightly Order of St. Bartholomew, and Markova Enterprises International.

Making Your Own Shadow

"Do you know why you're afraid when you're alone? I do."

–*The Sixth Sense*, 1999

Clearly defining the causes, effects, and timing of Shadow is purposely left indefinite. Future *Urban Arcana* products may gradually clarify those things, but for now impose your own choices on the indefinite nature of Shadow and make your campaign unique.

The Introduction to the *Urban Arcana Campaign Setting* has a section titled Making *Urban Arcana* Your Own, and you should read it carefully. Here are some additional considerations:

How long has Shadow been around? The *Urban Arcana Campaign Setting* says that the present "Age of Shadow" is not the first, that the tide of Shadow rises and falls every few centuries. What it doesn't say is how old the current rising tide is. The description of Anastasia Markova in Chapter Six: Organizations mentions that she passed through Shadow early in the 20th Century, but she may be an anomaly. In your campaign, the current tide might date back to July 1947, with a first manifestation in Roswell, New Mexico; or a month earlier when Kenneth Arnold saw nine crescent-shaped objects flying over the Cascade Mountains in Washington state. Or perhaps the tide began rising a decade or more earlier, because of or causing Nazi research into the occult.

What records remain of the last appearance of Shadow? In the *Urban Arcana Campaign Setting*, the head of Draco Industries, Franz Draco, is an efreet who lived in the mundane world through the rise and fall of several Ages of Shadow. He is clearly in a position to take advantage of the current rise, since he knows what to expect from the phenomenon. The Fellowship is an organization dedicated to maintaining records of Shadow expressions as well.

What happens during periods of low Shadow? The description of Franz Draco says that he fell into a deep torpor when magic waned. Wynnefalshond, founder of the Knights of the Silver Dragon, seems to have been unaffected by the rise and fall of Shadow. It's important to remember that magic increases during times of rising Shadow, regardless of which causes the other. So in times of low Shadow, particularly magical creatures such as aberrations, dragons, elementals, fey, and outsiders, lose most of what makes them what they are and fall into times of deep slumber. Sentient plants lapse back into being simple plants. Constructs appear to be elaborate statues. Undead become simply dead. Magical beasts lose most of their intelligence and become animals. Giants and monstrous humanoids remain almost unchanged. Magic rituals and spells lose their efficacy, and magic items become mundane. At least, until Shadow rises again...

Who knows about Shadow and how are they regarded? Chapter Six: Organizations in the *Urban Arcana Campaign Setting* contains several mundane organizations that know about Shadow, including the Fellowship and the Fraternal Order of Vigilance. In your campaign, such individuals and organizations may be thought of as cranks, or as the first line of defense against an inexplicable and unstoppable invasion. Decide whether Shadow is secret or public knowledge.

Is there one world beyond Shadow, or many? It's possible to assume that there is one world on the other side of Shadow from the mundane world, perhaps one of the fantasy campaign worlds produced by Wizards of the Coast (after all, the *Urban Arcana Campaign Setting* includes the Church of

Pelor, St. Cuthbert's House, and the Sons of Tyranny). The ancient rivalry between drow and yuan-ti is part of *Urban Arcana* according to the description of Anastasia Markova, so clearly those two races have a long shared history. It's equally possible to assume a more elaborate and diverse cosmology, with multiple worlds or planes and creatures encountering each other for the first time in the mundane world.

How many are there? The main reason why Shadow creatures conceal themselves is fear of humans. The more Shadow creatures there are, the less they need to fear humans.

What superstitions work? The vampires portrayed in Chapter Eight: Friends and Foes of *d20 Modern* have a lot of weaknesses largely based on Hollywood's portrayal of vampires, and on Bram Stoker's novel, *Dracula*. Your vampires, for example, may have more weaknesses, or fewer. Whenever you're using monsters from folklore, myth, or literature, consider carefully the differences between the old stories and contemporary depictions.

How does Shadow affect abilities? Mundane, ordinary, characters can see Shadow creatures, but don't see anything unusual. The standard rules assume that this has no effect on monster abilities. Meeting a beautiful woman's eyes will still turn you to stone if she's really a medusa, for example. However, it was always a design consideration for both *Shadow Chasers* and *Urban Arcana* that being able to see Shadow, the way heroes can, was both a blessing and a curse. It's very much in keeping with many works of horror to rule that what you can "see" notices, and doesn't like you. So fear auras, gaze attacks, and other abilities could only affect people who can see Shadow. Be careful that you also put liabilities on not being able to see, like not knowing what the others are fighting.

General Procedures

"A person is smart. People are dumb, panicky animals."

–*Men in Black*, 1997

The key rule associated with heroes that specify using the general procedures is the GM's Best Friend (Chapter Seven: Gamemastering in *d20 Modern*): A +2 circumstance bonus to a related d20 roll. Your defense against players abusing this privilege is in the after word: General procedures are no substitute for thought. If players always cite a general procedure, or worse yet always cite the same general procedure, it won't always be appropriate. You control that +2 circumstance bonus and nothing in this article changes that!

Seasoned players may try to use the bonus to metagame or as a sort of "radar." For example, if heroes believe they're looking for a grendelspawn hunter, they may grill you about footprints, odd smells, and acid burns. If you give them a +2 circumstance bonus, they know they're on the right track. If you deny them that bonus, they know they're on the wrong track. An alternative to denying the bonus is modifying the situation. Using the same example, you know that the real villain is an urban wendigo. Rather than denying the +2 bonus to your heroes, instead tell them that the scene is a busy place with lots of footprints, including bare feet, and that the recent events happened in a heavy rainstorm that would have washed away the acid spit of a grendelspawn.

Some players will enjoy props such as blank report forms they have to fill out for Department-7. Others will want to roleplay delivering verbal reports. Still others will be bored by reports and want the opportunity to say, "we report," and get on with the game. Know your group and don't force them to report in a way they won't enjoy, but do enforce the need to report in order to requisition equipment for the current investigation.

Encounters

"'Get her!' That was your whole plan. I like it; it was scientific."

–*Ghostbusters*, 1984

Encounters in *Urban Arcana* should differ from those in most *Dungeons & Dragons* games, and GMs should take that into account. In D&D, heroes search out or stumble upon opponents, and then beat the life out of them. Using that approach in *Urban Arcana* is likely to get heroes killed. While many creatures are similar to their D&D counterparts, Shadow changes others, making each one unique and giving it specific weaknesses (fiends, for example). When possible, plan encounters so that a little thought allows heroes to observe the villains, withdraw, and do some research. If players want to skip that and get right to the combat, let them. It's their campaign too and they may think kicking the door down and killing bad guys is the fun way to play. When they do take the time to think things out and find opportunities to observe, withdraw, and research, the rules in Chapter Two: Skills and Chapter Eight: Friends and Foes give you guidelines on what information to provide. If they choose to ignore that information, they can always roll up new characters...

Equipment

"Let's keep this simple. If you've got your boots on, you can march into combat."

–*Heartbreak Ridge*, 1986

The requisition system provided in Chapter Four: Equipment of *d20 Modern* is how heroes acquire the kits described in FM 100-34. Purchase DCs for kits and any rules for additional equipment appear below.

Dragon shells: This shell effectively turns any shotgun into a low-powered flamethrower. When fired, the shotgun shoots a five-foot wide, 20-foot long line of flame that deals 2d6 points of fire damage (Reflex save, DC 15, for half) to all creatures and objects in its path. No attack roll is required. Any creature or object that takes damage from a dragon shell risks catching on fire (see the *d20 Modern* rulebook, Chapter 7, Catching on Fire). Dragon shells lack sufficient firepower to operate semiautomatic or automatic shotguns. Such weapons must be operated manually to chamber the next shell (this reduces their rate of fire to single shot). Furthermore, any weapon that fires a

dragon shell becomes unreliable (no longer functions the next time the player rolls a natural 1 on an attack roll with that weapon) until it receives 30 minutes of special maintenance. 20 shells are Purchase DC 12 items separately and have a Military (+3) restriction.

Escape Kit: Purchase DC 27, provides a +2 equipment bonus on Survival checks.

Fiend Hunter's Kit: Details of this kit appear in the *Urban Arcana Campaign Setting* and are not repeated in this article. The kit is available through Department-7 and you should make sure your players know it's available to their heroes.

Hauntings Kit: Purchase DC 26. This kit is not a substitute for an evidence kit. When used in conjunction with such a kit, the haunting kit provides a +2 expertise bonus on Investigate checks related to spirits, ghosts, and other incorporeal creatures.

Mirrored Sunglasses: These provide a +2 equipment bonus to the Reflex saving throw to avoid gaze attacks.

Neck armor: This has no additional effect in the game.

Silver bullets: Price and effect of this ammunition appears in the *Urban Arcana Campaign Setting*.

UV Flashlights: These light sources emit ultraviolet light, not visible to the naked eye. The flashlights in this kit are standard flashlights, but penlight and battery-operated floodlight versions also exist. If a hero chooses to use a UV flashlight to make an attack, everything vulnerable to the effects of daylight in the 30-foot long, 15-foot wide cone illuminated by the flashlight must succeed at a Reflex saving throw (DC 15) or be affected as per their individual descriptions (a vampire takes 2d6 points of damage immediately, and if exposed for a full round must succeed at a DC 20 Fortitude saving throw or be consumed by fire and destroyed utterly). UV flashlights are purchased as normal flashlights with the Purchase DC increased by +2.

Vampire Kit: Purchase DC 20. This kit is primarily for fighting vampires once the heroes locate them. The equipment has the following effects:

Wooden stakes: These hard wooden items are simple weapons that deal 1d4 points of piercing damage. They can be thrown (range increment 10 feet) and are simple weapons. Purchase DC 8, no restriction.

Equipment Table

Item	Purchase DC	Restriction
12-gauge dragon shells	12	Military (+3)
Escape kit	26	Licensed (+1)
Hauntings kit	26	—
Mirrored sunglasses	7	—
UV flashlights	+2	—
Vampire kit	20	Military (+3)
Wooden stakes	8	—

Bibliography

Source material and inspiration for this article were obviously drawn from the *d20 Modern* rulebook and the *Urban Arcana Campaign Setting*. In addition, the following were also useful:

The Action Hero's Handbook, by David Borgenicht and Joe Borgenicht, published by Quirk Productions, Inc., 2002.

Complete Outdoors Encyclopedia, by Vin T. Sparano, published by St. Martin's Press, 1998.

The *Dark*Matter Arms & Equipment Guide*, by Rich Redman and JD Wiker, published by Wizards of the Coast, 2000.

Don't Try This at Home, by Hunter S. Fulghum, published by Broadway Books, 2002.

FC 21-77 Dismounted Patrolling, published by US Army Infantry School.

FM 5-34 Engineer Field Data, published by the Department of the Army.

Monsters: An Investigator's Guide to Magical Beings, by John Michael Greer, Llewellyn Publications, 2002.

SH 21-76 Ranger Handbook, published by US Army Infantry School.

ST 31-180 Special Forces Handbook, published by the Department of the Army.

Ultramodern Firearms d20, by Charles Ryan, published by Green Ronin, 2002.

What If?, edited by Marshall Brain, published by Wiley Publishing, Inc., 2002.

The Worst-Case Scenario Survival Handbook, by Joshua Piven and David Borgenicht, published by Quirk Productions, Inc. 1999.

The Zombie Survival Guide by Max Brooks, published by Three Rivers Press, 2003.